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Division of Corporations

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: (850)617-6381

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Account Name : C T CORE

Account Number : FCA000000023

: C T CORPORATION SYSTEM

Phone

(850)222-1092

Fax Number

: (850)878-5926

## FOREIGN PROFIT/NONPROFIT CORPORATION

SG Equipment Finance USA Corp.

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# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607, ISO3, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SGEQUIPM	ent finance usa corp.		,
(Enter name of	f corporation; must include "INCORPORATED "Corp," "Inc," "Co," or "Corp.")	)," "COMPANY," "CORPORATION,"	
(If more unav	silable in Florida, enter alternate corporate name	e adopted for the purpose of transacting business in Florida)	
2. Deliware	3	. 56-2647553	
	y under the law of which it is incorporated)	(FEI number, if applicable)	
4. 03/08/2007	S	Perpetual	
	ite of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")	,
6. 1 L/01/2007			. ,
·		in Florida, if prior to registration) 1502, P.S., to determine penalty liability)	
7. 480 Washingt	on Boulevard, Jursey City, NJ 07310-1900		-
	(Principal office ad	dress)	•
1221 Avenue	of the Americas, New York, NY 10020		_
	(Current mailing ad	dress)	
		•	
8. SEEATTACI	MENT: (6) of corporation authorized in home state or	country to be carried out in state of Florida)	- C -
	•	Fig.	5
9. Name and str	eet address of Florida registered agent: (P.	O. Hox NOT acceptable)	
Name:	C T Corporation System	<u></u>	
Office Address:	1200 South Pine Island Road		PH 12: 40
Othor Parties.	THE RESERVE OF THE PARTY OF THE	<del></del>	T ( 13 Em
	Plantation (Clry)	, Florida 33324 (Zip code)	95 5
	(City)	(Zip tota)	高而
	agent's acceptance:		ア
		vice of process for the above stated corporation at the tment as registered agent and agree to act in this capa	
furiher agree to	comply with the provisions of all statutes	relative to the proper and complete performance of m	y duties,
	ar with and accept the obligations of my p	osition as registered agent.	
	C T Corporation System	Sohan R. Dindyal	
	// _ \ .	Annihim Convolume	

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

PLG19 - 09/26/2806 CTFiling Manager Online

(Registered agent's signature)

A. DIRECTORS SEE ATTACHMENT
Chairman: Jean-Marc Mignerey
Address: Quartier valmy 32 place Ronds
paris, 75886, France
Vice Chairman:
Address:
Director: Pascal Bouillon
Address: Quartier Valmy 32 place Ronde
Paris, 75886 France
Director: Jean-François Gautier
Address: Quartier Valmy 32 place Ronde
Paris, 75886, France
B. OFFICERS SEE ATTACHMENT
Address: 480 Washington Boulevard
Jersey City, NJ 07310-1900
Vice President:
Address:
Secretary: Gayernar Tipton
Address: 1221 Avenue of the Americas, New York, NY 10020
Treasurer:
Address:
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.
13.
(Signature of Director or Officer listed in number 12 of the application)
14. Philippe Mathe, President
(Typed or printed name and capacity of person signing application)

FLOTS - 09/36/2006 C.T Filling Manager College

### Attachment to Florida

#### Purpose Clause

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

#### Officers & Directors

1 Full Name:

Richard Scannell

Officer/Director:

Officer

Officer's Title:

CFO

Director's Title:

Business Address:

480 Washington Boulevard

City:

Jersey City

State:

NJ

ZIP Code:

07310-1900

2 Full Name:

Jean-Marc Mignerey

Officer/Director:

. Director

Officer's Title:

Director's Title:

Chairman

Business Address:

Quartier valmy 32 place Ronde

City:

State:

PRIIS FLAVOR

ZIP Code:

75886

3 Full Name:

2000

Officer/Director:

Philippe Mathe Director

Officer's Title:

Other Director

Director's Title: Business Address:

480 Washington Boulevard

City:

Jersey City

State:

NJ

ZIP Code:

07310-1900

Full Name:

Jean-Jaques Ogier

Officer/Director:

Director

D 00 4 mm. 4

Officer's Title: Director's Title:

Other Director

Business Address:

1221 Avenue of the Americas

City:

New York

State:

NY

ZIP Code:

10020

5 Full Name:

....

Officer/Director:

Mark Kaplan Director

Officer's Title:

Director's Title:

Business Address:

Other Director 1221 Avenue of the Americas

City:

New York

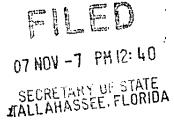
State:

NY

ZIP Code:

10020

9269828928 11:91 4902/20/11



# Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO BEREBY CERTIFY "SG EQUIPMENT FINANCE USA CORP." IS DULY INCORPORATED UNDER THE LANS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF NOVEMBER, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4313904 8300 071194335



Harriet Smith Windsor, Scoretary of State

AUTHENTICATION: 6136186

DATE: 11-06-07