

Document Number

F99000005313

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

600003015786-5
-10/15/99-01038-010
*****70.00 *****70.00

CORPORATION(S) NAME

TCF Leasing, Inc.

DATE RECEIVED
99 OCT 15 PM 1:16
STATE OF FLORIDA
CORPORATIONS

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____ 10/15/99

Availability _____

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Examiner _____

Updater _____

Verifier _____

Acknowledgement _____

W.P. Verifier _____

hrc
10/15/99

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99 OCT 15 AM 11:27
STATE OF FLORIDA
CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

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DEPARTMENT OF STATE
99 OCT 15 PM 1:16
CORPORATION DIVISION

1. TCE Leasing, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Minnesota 3. 41-1943997
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 11, 1999 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. not yet commenced business
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.) *upon qual.*
7. 11100 Wayzata Boulevard- Suite 801
Minnetonka, MN 55305
(Current mailing address)
8. to engage in the business of originating and acquiring personal property leases and loans
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michele R. Justesen Michele R. Justesen, Asst Secy
(Registered agent's signature)

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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: _____ * SEE ATTACHED * _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: _____ * SEE ATTACHED * _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Craig R. Dahl, President

(Typed or printed name and capacity of person signing application)

99 OCT 15 PM 1:16
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TCF LEASING, INC.

Directors

<u>Name</u>	<u>Address</u>
William A. Cooper	801 Marquette Ave., Minneapolis, MN 55402
Gregory J. Pulles	801 Marquette Ave., Minneapolis, MN 55402
Barry N. Winslow	801 Marquette Ave., Minneapolis, MN 55402
Lynn A. Nagorske	801 Marquette Ave., Minneapolis, MN 55402
Thomas A. Cusick	801 Marquette Ave., Minneapolis, MN 55402
Neil W. Brown	801 Marquette Ave., Minneapolis, MN 55402
Craig R. Dahl	801 Marquette Ave., Minneapolis, MN 55402
Mark D. Nyquist	801 Marquette Ave., Minneapolis, MN 55402

ST. ANTHONY OF ST. ANTHONY
MINNEAPOLIS CORPORATION
99 OCT 15 PM 1:16

Officers

<u>Name</u>	<u>Address</u>
Craig R. Dahl, President	801 Marquette Ave., Minneapolis, MN 55402
Mark D. Nyquist, SVP	801 Marquette Ave., Minneapolis, MN 55402
Neil W. Brown, Treasurer	801 Marquette Ave., Minneapolis, MN 55402
Mark Lund, Assistant Treasurer	801 Marquette Ave., Minneapolis, MN 55402
Joseph T. Green, Secretary and General Counsel	801 Marquette Ave., Minneapolis, MN 55402

State of Minnesota

SECRETARY OF STATE

MINNESOTA CORPORATIONS
OCT 15 PM 1:16 '99

Certificate of Good Standing

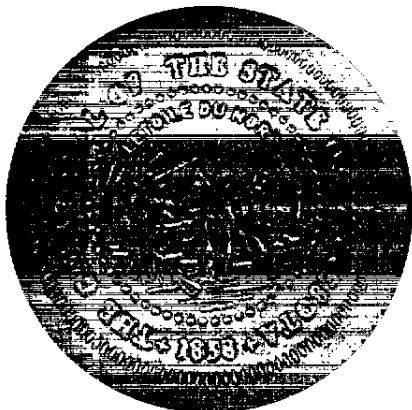
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: TCF Leasing, Inc.

Date Formed: 06/11/1999

Chapter Governed By: 302A

This certificate has been issued on 10/14/99.



Mary Kiffmeyer
Secretary of State.