

M02000000267



ACCOUNT NO. : 072100000032
 REFERENCE : 144355 4705901
 AUTHORIZATION : *Patricia Pijet*
 COST LIMIT : \$ 125.00

ORDER DATE : January 29, 2002

ORDER TIME : 2:56 PM

ORDER NO. : 144355-015

CUSTOMER NO: 4705901

200004845662--8

CUSTOMER: Patrick Murphy, Paralegal
 Ing Barings Corp.
 1325 Avenue Of The Americas
 12th Floor
 New York, NY 10019

FOREIGN FILINGS

NAME: ING (U.S.) FINANCE LLC

XXXX QUALIFICATION (TYPE: LL)

RECEIVED
 02 JAN 30 PM 4:22
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

02 JAN 30 PM 12:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

W02-2795

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: *YB*
 2-1-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2002

CSC
SUSIE KNIGHT

SUBJECT: ING (U.S.) FINANCE LLC
Ref. Number: W02000002795

We have received your document for ING (U.S.) FINANCE LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 502A00005935

SECRETARY OF STATE
OF FLORIDA
TALLAHASSEE, FLORIDA

02 JAN 30 PM 12:16

APPROVED
AND
FILED

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ING (U.S.) Finance LLC (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 03-0375410 (FEI number, if applicable)

4. January 18, 2002 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1325 Avenue of the Americas New York, NY 10019 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here []

9. The name and usual business addresses of the managing members or managers are as follows: SOLE MEMBER: ING Merger LLC, 1325 Avenue of the Americas, New York, NY 10019

02 JAN 30 PM 12:15 SECRETARY OF STATE TALLAHASSEE FLORIDA APPROVED AND FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Premium Finance Company

Patrick Murphy Signature of a member or an authorized representative of a member. (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Patrick Murphy - Assistant Secretary Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ING (U.S.) Finance LLC

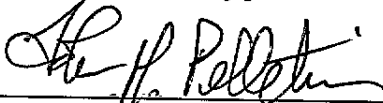
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

02 JAN 30 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

Delaware

PAGE 1

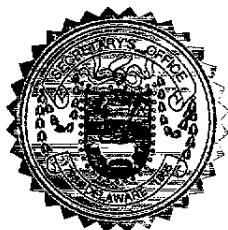
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ING (U.S.) FINANCE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002.

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

02 JAN 30 PM 12:15
SECRETARY OF STATE
ALLIANCE CENTER
111 MARKET STREET
DOVER, DE 19901

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1589758

3482391 8300

020064949

DATE: 01-31-02