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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

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-10/07/98--01083--019
****285.00 ****285.00

CORPORATION(S) NAME

World Omni Lease Securitization, LLC

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 OCT -7 PM 2:43

- Profit
- NonProfit
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**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.

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1. The name of the Limited Liability Company is:

World Omni Lease Securitization LLC

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

CT Corporation System

(Name)

C/O CT Corporation System, 1200 South Pine Island Road

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

Plantation FL 33324

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.

CT Corporation System

PETER F. SOUZA
ASSISTANT SECRETARY

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

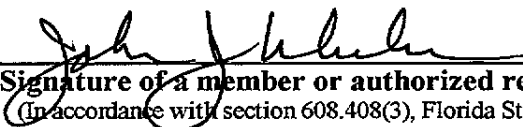
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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The undersigned member or authorized representative of a member of World Omni Lease
Securitization LLC certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$1000.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$-0- ;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1000.00 .
(This total includes amounts from 2 and 3 above.)

World Omni Lease Securitization LLC
By: World Omni Financial Corp.,
its sole member



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John J. Whelan, Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WORLD OMNI LEASE SECURITIZATION 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 SECOND DAY OF OCTOBER, A.D. 1998.

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DIVISION OF CORPORATIONS
OCT 7 4 30 PM '98

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



Edward J. Freel

Edward J. Freel, Secretary of State

2946180 8300

981382485

AUTHENTICATION: 9335177

DATE: 10-02-98