

1703000000433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800010586528

RECEIVED
03 FEB - 4 AM 11:47
STATE
DIVISION
TALLAHASSEE, FLORIDA

FILED
2003 FEB - 4 PM 1:59
CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN FEB - 4 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 916773 4320146

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : February 3, 2003

ORDER TIME : 9:57 AM

ORDER NO. : 916773-050

CUSTOMER NO: 4320146

CUSTOMER: Ms. Barbara Fowler
Xerox Corporation
800 Long Ridge Road

Stamford, CT 06902

FILED
2003 FEB -4 PM 1:59
CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: XEROX XBS WAREHOUSE HOLDING
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER: _____

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

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

1. XEROX XBS WAREHOUSE HOLDING LLC
(Name of foreign limited liability company)

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 74-3074539
(FEI number, if applicable)

4. December 18, 2002
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 800 Long Ridge Road, Mail Stop 2-4-B
Stamford, CT 06904
(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:

See Attached Rider

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: Special purpose vehicle
formed to hold assets for structured financing transaction

Ann D. Pettrone
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.)

Ann D. Pettrone
Typed or printed name of signee

FILED
2003 FEB 4 PM 1:59
JACKSONVILLE
FLORIDA

**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:

XEROX XBS WAREHOUSE HOLDING LLC

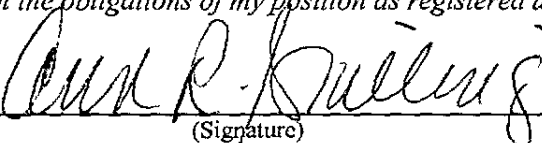
2. The name and the Florida street address of the registered agent and office are:

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)

FILED
2003 FEB -4 PM 1:59
TALLAHASSEE, FLORIDA

XEROX XBS WAREHOUSE HOLDING LLC

Member and Managers

Xerox Corporation, Sole Member
800 Long Ridge Road, Stamford, CT 06904

Timothy J. MacCarrick, Manager
100 Clinton Avenue South, Rochester, NY 14644

Ann D. Pettrone, Manager
800 Long Ridge Road, Stamford, CT 06904

John F. Rivera, Manager
800 Long Ridge Road, Stamford, CT 06904

Richard J. Harrison, Manager
44 Southern Parkway, Rochester, NY 14618

Robert Wegner, Manager
1915 Darnell, Libertyville, IL 60048

FILED
2003 FEB -4 PM 1:59
FALLAHASSEE, FLORIDA
FALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XEROX XBS WAREHOUSE HOLDING 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 THIRD DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XEROX XBS WAREHOUSE HOLDING LLC" WAS FORMED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2002.

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

FILED
2003 FEB -4 PM 1:59
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3604234 8300

AUTHENTICATION: 2238580

030069276

DATE: 02-03-03