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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

Attn: Beth Register
600003133996--7
-02/14/00--01063--014
****358.75 ****358.75
600003133996--7
-02/16/00--01001--022
*****43.75 *****43.75

MMCA Lease Ltd., a Delaware Business Trust

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|--|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other Trust |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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LAURA EARNES

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TALLAHASSEE, FLORIDA

CR2E031 (1-89)

B. REGISTER FEB 15 2000

MMCA Lease Ltd.

A Delaware Business TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Trustee
of MMCA Lease Ltd.

a Delaware Business (Name of Trust)
(State)
MMCA Lease Ltd. Trust hereby affirms in order to file or qualify
in the State of Florida.
(Name of Trust)

1. Two or more persons are named in the Trust.
2. - The principal address is 6363 Katella Avenue
Cypress, CA 90630
3. The registered agent and office in the State of Florida is:

CT Corporation System1200 South Pine Island Road, Plantation, FL 33324

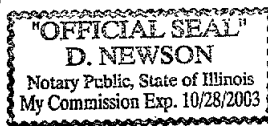
4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

Korri A. Behler KORRI A. BEHLER
Special Assistant Secretary
(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.
U.S. Bank Trust National Association, not in its individual capacity, but solely as Trustee

By: Nancie J. Arvin
NANCIE J. ARVIN - Vice President

NOTARY



D. Newson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "MMCA
LEASE LTD.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER,
A.D. 1999, AT 4:15 O'CLOCK P.M.

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TALLAHASSEE, FLORIDA

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Edward J. Freel, Secretary of State

AUTHENTICATION: 0254004
DATE: 02-11-00

CERTIFICATE OF TRUST OF
MMCA LEASE LTD.

THIS Certificate of Trust of MMCA LEASE LTD. (the "Trust"), dated as of November 9, 1999, is being duly executed and filed by U.S. BANK TRUST NATIONAL ASSOCIATION, a national banking association, as a trustee, and Wilmington Trust Company, a Delaware banking corporation, as a trustee, to form a business trust under the Delaware Business Trust Act (12 Del. Code, § 3801 et seq.).

1. Name. The name of the business trust formed hereby is MMCA Lease Ltd.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001; Attention W. Charles Sporenberg.
3. Series Trust. The Trust shall be a series trust and the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the Trust generally.
4. This Certificate of Trust shall be effective as of November 9, 1999.

IN WITNESS WHEREOF, the undersigned, being the trustees of the Trust have executed this Certificate of Trust as of the date first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity
but solely as a trustee

By: Melissa A. Rosa
Name: MELISSA A. ROSA
Title: Vice President

WILMINGTON TRUST COMPANY
not in its individual capacity
but solely as a trustee

By: _____
Name:
Title:

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