

CT CORPORATION SYSTEM

0010000000016

CORPORATION(S) NAME

VFS Leasing Co.

01 JUN 11 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2501 JUN 11 PM 12:14  
TALLAHASSEE, FLORIDA  
SUFFICIENT FOR FILING

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

- Profit
- Nonprofit
- Foreign
- Limited Partnership
- LLC
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Reinstatement
- Annual Report
- Name Registration
- Fictitious Name
- Photocopies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other *Trust Company*
- Change of RA
- UCC
- CUS
- After 4:30
- Pick Up

Name \_\_\_\_\_  
 Availability \_\_\_\_\_  
 Document \_\_\_\_\_  
 Examiner \_\_\_\_\_  
 Updater \_\_\_\_\_  
 Verifier \_\_\_\_\_  
 W.P. Verifier \_\_\_\_\_

6/11/01

Order#: 4534316

100004397091--1

-06/11/01--01052--025

Ref#: \*\*\*\*\*358.75 \*\*\*\*\*358.75

Amount: \$ \_\_\_\_\_

*Please call me if you have extra \$ .25*

*THANKS! Melanie 222-1092*

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

*6/11*

AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY

VFS Leasing Co.

A Delaware TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of VFS Leasing Co., a

(Name of Trust)

Delaware

Trust hereby affirms in order to file or qualify

(State)

VFS Leasing Co.

in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is c/o VFS US LLC, 7025 Albert Pick Road, Suite 105

Greensboro, NC 27409

3. The registered agent and street address in the State of Florida is:

CT Corporation System

1200 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.

Anne Ediamond ASST 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.

Name / Anne

Name:

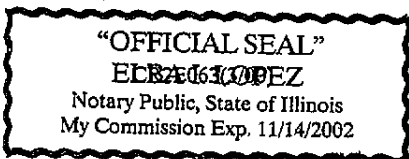
~~Chairman of the Board of Trustees~~

U.S. Bank Trust National Association, not in its

Filing Fee: \$350.00 individual capacity but solely

Certified Copy: \$ 8.75 (optional) as Trustee

NOTARY



Alba Lopez

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 11 PM 1:41

FILED

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VFS LEASING CO." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF BUSINESS TRUST REGISTRATION, FILED THE NINETEENTH DAY OF MARCH, A.D. 2001, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID BUSINESS TRUST.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

3370393 8100H

AUTHENTICATION: 1175203

010272410

DATE: 06-06-01

**CERTIFICATE OF TRUST OF  
VFS LEASING CO.**

THIS Certificate of Trust of VFS Leasing Co. (the "Trust"), is being duly executed and filed by U.S. Bank Trust National Association, a national banking association, as Delaware trustee and U.S. Bank Trust National Association, a national banking association, as Managing trustee, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the business trust formed hereby is VFS Leasing Co.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is U.S. Bank Trust National Association, 300 E. Delaware Avenue, 8<sup>th</sup> Floor, Wilmington, DE 19809-1515, Attn: Corporate Trust Administration.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each a "Series").
4. Notice of Limitation of Liabilities of each Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) 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 or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.
5. Effective Date. This Certificate of Trust shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned, being the sole trustee of the Trust, has executed this Certificate of Trust as of the date first above written.

U.S. Bank Trust National Association,  
as Delaware trustee

By: Melissa A Rosal  
Name: MELISSA A ROSAL  
Title: Vice President

U.S. Bank Trust National Association, as Managing  
trustee

By: Melissa A Rosal  
Name: MELISSA A ROSAL  
Title: Vice President

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:30 AM 03/19/2001  
010134351 - 3370393