

P0600000000011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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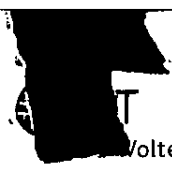
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05/12/06--01035--009 **358.75

RECEIVED
06 MAY 12 AM 11:40
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2006 MAY 18 P 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 5-23-06

 Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

May 12, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 6606457 SO
Customer Reference 1: 05066186
Customer Reference 2: n/a

Dear Department of State, Florida:

Please obtain the following:

Fairlease Titling Trust (DE)
Qualification
Florida *W/ Certified Copy*

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie.Bryan@wolterskluwer.com

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 18, 2006

CT
1203 GOVERNORS SQUARE BLVD.
TALLAHASSEE, FL 32301-2960

SUBJECT: FAIRLEASE TITLING TRUST
Ref. Number: W06000023018

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TALLAHASSEE, FLORIDA

We have received your document for FAIRLEASE TITLING TRUST and your check(s) totaling \$358.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please submit a copy of your trust.

Please return the original and one copy of 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 206A00035089

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06 MAY 18 PM 4:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

Fairlease Titling Trust

A Delaware Statutory 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 Fairlease Titling Trust, a

(Name of Trust)

Delaware Statutory Trust hereby affirms in order to file or qualify

(State)

Fairlease Titling Trust, 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 Credit Union Services Incorporated

8131 LBJ Freeway, Suite 400, Dallas, TX 75251

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.

(Signature of Registered Agent)

James M. Halpin
Assistant Secretary

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.

See attached

Name:

Chairman of the Board of Trustees

NOTARY

Filing Fee: **\$350.00**

Certified Copy: **\$ 8.75 (optional)**

CR2E063(3/00)

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TALLAHASSEE, FLORIDA

SIGNATURE PAGE

FAIRLEASE TITLING TRUST

By: U.S. Bank Trust National Association,
not in its individual capacity, but solely
as trustee

By: *Patricia M. Child*
Name: PATRICIA M. CHILD
Title: VICE PRESIDENT

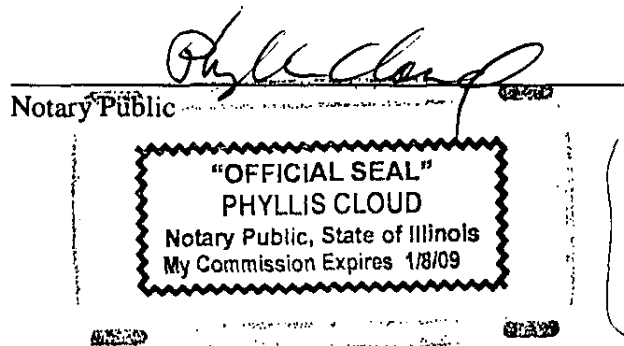
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TALLAHASSEE, FLORIDA

State of Illinois)
~~Delaware~~)
County of Cook) ss.
~~New Castle~~)

On the 23rd day of March, 2006, before me personally came PATRICIA M. CHILD, to me known to be the person described herein and who executed the foregoing instrument, and acknowledged that he executed the same.

(SEAL)



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2006 MAY 18 P 4:33
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TALLAHASSEE, FLORIDA

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:08 PM 11/17/2005
FILED 06:08 PM 11/17/2005
SRV 050940507 - 4063364 FILE

CERTIFICATE OF TRUST OF FAIRLEASE TITLING TRUST

This Certificate of Trust of FAIRLEASE TITLING TRUST (the "Trust"), dated as of November 17, 2005 (the "Certificate of Trust"), is being duly executed and filed by U.S. Bank Trust National Association, as Delaware Trustee and as UTI Trustee (together, the "Trustees"), to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. § 3801 *et seq.*) (the "Act").

1. Name. The name of the statutory trust formed hereby is "FAIRLEASE TITLING TRUST".

2. Delaware Trustee. The name and business address of the Delaware Trustee of the Trust is U.S. Bank Trust National Association, 300 Delaware Avenue, 8th Floor, Wilmington, Delaware 19801, Attention: Credit Union of Texas.

3. Duly Authorized. The Trustees are duly authorized to sign this Certificate of Trust.

4. 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").

5. 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.

6. Power of Attorney. Credit Union Services Incorporated ("CUSI") has been designated by the Trustees and the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. CUSI also has the right, power and authority to designate in writing other persons and entities ("Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that CUSI has the power to do under this paragraph. Without limiting the generality of the foregoing, CUSI or any Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which CUSI or a Designee deems necessary or advisable to record, hold or release title to and/or registration of motor

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DELAWARE

vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

[SIGNATURES ON NEXT PAGE]

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2006 MAY 18 P 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/17/2005

18:08

302-658-2951 → D

D

C

NO. 464 0004

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 UTA
Trustee and as Delaware Trustee

By: Patricia M. Child
Name: Patricia M. Child
Title: Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/17/2005

18:09

302-658-2951 → D

D

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NO. 464 0006

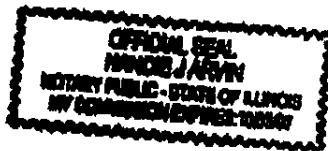
Acknowledgment

STATE OF ILLINOIS

COUNTY OF COOK

On this 17th day of November, 2005, before me personally appeared Patricia M. Child of U.S. BANK TRUST NATIONAL ASSOCIATION (the "UTI Trustee"), who acknowledged herself to be an officer of the above UTI Trustee, and that she, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said UTI Trustee, and as her free act and deed as an officer of said UTI Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Nancy J. Quinn
Notary Public

My commission expires: 10/03/07

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TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

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 "FAIRLEASE TITLING TRUST" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

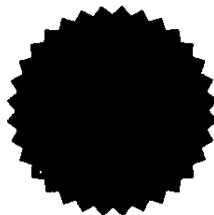
CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2005, AT 6:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID STATUTORY TRUST, "FAIRLEASE TITLING TRUST".

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2006 MAY 18 P 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4063364 8100H

060309210



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4637823

DATE: 03-31-06