

DO9000000007

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

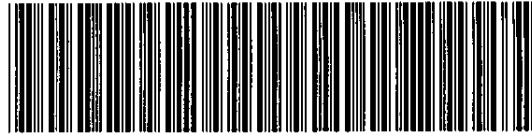
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 APR -8 AM 8:26

FILED

NOT ENTERED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2009 APR -8 PM 1:42

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2009-16702



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 941191 7673525

AUTHORIZATION

*Spudde man*

COST LIMIT : \$ 358.75

ORDER DATE : March 30, 2009

ORDER TIME : 11:35 AM

ORDER NO. : 941191-015

CUSTOMER NO: 7673525

FOREIGN FILINGS

*TRUST*

NAME: FIRSTGROUP LEASING NOMINEE  
TRUST NO. 2008-SB-1

XXXX QUALIFICATION (TYPE: BST)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER: \_\_\_\_\_

2009 APR -8 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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

FirstGroup Leasing Nominee Trust No. 2008-SB-1

A Business 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 FirstGroup Leasing Nominee Trust No. 2008-SB-1, a  
(Name of Trust)  
Delaware Trust hereby affirms in order to file or qualify  
(State)  
FirstGroup Leasing Nominee Trust No. 2008-SB-1, 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 Wells Fargo Delaware Trust Company  
919 North Market St., Suite 1600 Wilmington, DE 19801
3. The registered agent and street address in the State of Florida are:  
Corporation Service Company  
1201 Hays Street, Tallahassee, FL32301
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.

2009 APR -8 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

*Carina L. Dunlap* **Carina L. Dunlap**  
(Signature of Registered Agent) **Asst. Vice President**

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.  
Wells Fargo Bank, N.A. as Administrative Trustee  
*Tracy M. McLamb*  
Name: **Tracy M. McLamb**  
Chairman of the Board of Trustees

NOTARY

**Filing Fee: \$350.00**  
**Certified Copy: \$ 8.75 (optional)**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "FIRSTGROUP LEASING NOMINEE TRUST NO. 2008-SB-1" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF STATUTORY TRUST REGISTRATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 2008, AT 5:06 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF AUGUST, A.D. 2008, AT 6:24 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, "FIRSTGROUP LEASING NOMINEE TRUST NO. 2008-SB-1".

4586568 8100H

090314826

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7216772

DATE: 03-30-09

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:03 PM 08/11/2008  
FILED 05:06 PM 08/11/2008  
SRV 080863519 - 4586568 FILE

CERTIFICATE OF TRUST  
OF  
FIRSTGROUP LEASING NOMINEE TRUST NO. 2008-SB-1

This Certificate of Trust is being duly executed and filed on behalf of the statutory trust formed hereby by the undersigned, being the initial trustee of the Trust, to form a statutory trust pursuant to the Delaware Statutory Trust Act (12 Del. C. §§ 3801, *et seq.*).

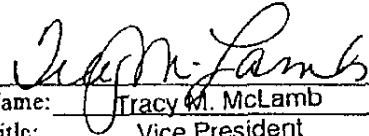
1. *Name.* The name of the statutory trust formed hereby is FirstGroup Leasing Nominee Trust No. 2008-SB-1.

2. *Delaware Trustee.* The name and address of the trustee of the Trust with a principal place of business in the State of Delaware is Wells Fargo Delaware Trust Company, 919 N. Market Street, Suite 1600, Wilmington, DE 19801.

3. *Effective Date.* This Certificate of Trust shall become effective upon filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, as initial trustee, has executed this Certificate of Trust as of this 11th day of August, 2008.

WELLS FARGO DELAWARE TRUST COMPANY, not  
in its individual capacity but solely as Trustee

By:   
Name: Tracy M. McLamb  
Title: Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:24 PM 08/15/2008  
FILED 06:24 PM 08/15/2008  
SRV 080878265 - 4586568 FILE

AMENDED AND RESTATED  
CERTIFICATE OF TRUST  
OF  
FIRSTGROUP LEASING NOMINEE TRUST NO. 2008-SB-1

THIS AMENDED AND RESTATED CERTIFICATE OF TRUST of FirstGroup Leasing Nominee Trust No. 2008-SB-1 (the "Trust") dated as of August 15, 2008, is being duly executed and filed by the undersigned, as the trustees of the Trust, for purposes of amending and otherwise restating the original Certificate of Trust of the Trust which was filed on August 11, 2008 with the Secretary of State of the State of Delaware (the "Certificate") to form a statutory trust under the Delaware Statutory Trust Act (12 Del. C. §§ 3801, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

- (a) The name of the statutory trust (the "Trust") is FirstGroup Leasing Nominee Trust No. 2008-SB-1.
- (b) The name and business address of the trustee of the Trust which has its principal place of business in the State of Delaware are as follows:

Wells Fargo Delaware Trust Company  
919 North Market Street  
Suite 1600  
Wilmington, DE 19801  
Attention: Corporate Trust Administration
- (c) Notice is hereby given that the Trust has Series within the meaning of Section 3804 of the Delaware Statutory Trust Act.
- (d) This Certificate of Trust shall be effective as of the date of filing and may be executed in counterparts.

DATED: August 15, 2008

[REMAINDER OF PAGE INTENTIONALLY BLANK]

WELLS FARGO DELAWARE TRUST COMPANY,  
not in its individual capacity, but solely as  
Delaware Trustee

By: *Tracy M. McLamb*  
Name: Tracy M. McLamb  
Title: Vice President

WELLS FARGO BANK, N.A. not in his  
individual capacity, but solely  
as Administrative Trustee

By: *Tracy M. McLamb*  
Name: Tracy M. McLamb  
Title: Vice President

**FILED**  
2009 APR - 8 AM 8: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA