

D97000000025



Automotive Services

One West Pennsylvania
Towson, MD 21204
410 494-7800

July 17, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100002242991--3
-07/21/97
***358.00 ***358.00

Re: Declaration of Trust

Dear Sir/Madam:

Enclosed please find a certified copy of the Certificate of Trust for Capita Auto Lease Co. Capita Auto Lease Co. is a Delaware Business Trust formed by AT&T Automotive Services, Inc. for the purpose of leasing and titling motor vehicles in the name of the trust. We were instructed by Beth Register of your office that foreign business trusts are required to file a declaration of trust with your office.

Also enclosed is a check in the amount of \$350.00 to cover the filing fee.

Please forward notice that this declaration of trust has been received to my attention at the above address.

Should you have any questions regarding this declaration or require any additional documentation, please contact me.

Thank you for your assistance in this matter.

Sincerely yours,

Bryan M. Tillman
Law Department
(410) 494-7981

BMT:s
Enclosures

FILED
97 AUG 25 AM 11:56
SECRET
TALLAHASSEE, FLORIDA



Automotive Services

One West Pennsylvania
Towson, MD 21204
410 494-7800

August 1, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

97 AUG 25 11:56
FILED
SECRET
TALLAHASSEE, FLORIDA

Re: Declaration of Trust

Dear Sir/Madam:

Enclosed please find Capita Auto Lease Co.'s Declaration of Trust. We have had our registered agent sign as instructed in your letter dated July 22, 1997 a copy of which is enclosed.

Should you have any questions regarding this declaration or require any additional documentation, please contact me.

Thank you for your assistance in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Bryan M. Tillman".

Bryan M. Tillman
Law Department
(410) 494-7981

BMT:s
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 13, 1997

BRYAN M. TILLMAN
ONE WEST PENNSYLVANIA
TOWSON, MD 21204

Ref. Number: W97000016894

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

Each Declaration of Trust must be in compliance with chapter 609, Florida Statutes. The Declaration of Trust must be sworn to by the Chairman of the Board as being a true and correct copy and must be notarized.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 497A00041034



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1997

BRYAN M. TILLMAN
ONE WEST PENNSYLVANIA
TOWSON, MD 21204

SUBJECT: CAPITA AUTO LEASE CO.
Ref. Number: W97000016894

We have received your document for CAPITA AUTO LEASE CO. and your check(s) totaling \$350.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 797A00037175



Automotive Services

One West Pennsylvania
Towson, MD 21204
410 494-7800

August 18, 1997

Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Ms. Dana Calloway

Re: Declaration of Trust

Dear Ms. Calloway:

Enclosed please find Capita Auto Lease Co.'s Declaration of Trust. I have had the Affidavit notarized in accordance with the instructions in your letter dated August 13, 1997.

Should you have any questions regarding this declaration or require any additional documentation, please contact me.

Thank you for your assistance in this matter.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Bryan M. Tillman".

Bryan M. Tillman
Law Department
(410) 494-7981

BMT:s
Enclosures

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

FILED

97 AUG 25 AM 11:57

Capita Auto Lease Co.

A Delaware Business TRUST

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Capita Auto Lease Co.,
(Name of Trust)

a Delaware Trust hereby affirms in order to file or qualify
(State)
Capita Auto Lease Co., in the State of Florida.
(Name of Trust)

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

2. The principal address is One West Pennsylvania Avenue
Towson, Maryland 21204

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

Prentice-Hall Corporation System, 110 North Magnolia Street
Tallahassee, Florida 32301

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.

Therese ASS + VP

(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.

Capita Auto Lease Co.
By: *Peter J. Steeg*

Name: Peter J. Steeg, Vice President
~~Chairman of the Board of Trustees~~
AT&T Automotive Services, Inc. its Agent

NOTARY

Carol A. Grabinski

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 "CAPITA AUTO LEASE CO.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 1997, AT 10:30 O'CLOCK A.M.



2753539 8100
971222673

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8544966
07-07-97

DATE:

CERTIFICATE OF TRUST OF
CAPITA AUTO LEASE CO.

This Certificate of Trust of Capita Auto Lease Co. (the "Trust"), dated as of May 21, 1997 (the "Certificate of Trust"), is being duly executed and filed by Wilmington Trust Company, as Delaware Trustee, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.).

1. Name. The name of the business trust formed hereby is Capita Auto Lease Co.

2. Delaware Trustee. The name and business address of the Trustee of the Trust is Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890. The Trustee is duly authorized to sign this Certificate of Trust.

3. Series Trust. The Trust may issue series of beneficial interests, having separate rights, powers or duties with respect to property or obligations of the Trust, as provided in 12 Del. C. §§ 3804 and 3806(b)(2), such that 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. Powers of Attorney. AT&T Automotive Services, Inc. ("Automotive") has been designated by the Trustee 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. Automotive also has the right, power and authority to designate in writing other persons and entities ("Automotive Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that Automotive has the power to do under this paragraph. Without limiting the generality of the foregoing, Automotive or any Automotive 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 Automotive or an Automotive Designee deems necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the

05/21/97 WED 11:04 FAX 302 658 6548

RICHARDS, LAYTON & FINGER

003

same effect as an original, manually signed and acknowledged Power of Attorney.

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

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Delaware Trustee

By: 
Name: Donald G. Mackelcan
Title: Assistant Vice President

Acknowledgement

STATE OF DELAWARE)
)SS.
COUNTY OF NEW CASTLE)

On this 20 th day of May 1997, before me personally appeared Donald G. Mackelcan who acknowledged himself to be an officer of the above Delaware Trustee, and that he, 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 Delaware Trustee, and as his free act and deed as an officer of said Delaware Trustee.

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

Paula M. Sulecki
Notary Public

My commission expires:..

PAULA M. SULECKI
NOTARY PUBLIC

My commission expires April 25, 1998

AT&T AUTOMOTIVE SERVICES, INC.

AS AGENT OF

CAPITA AUTO LEASE CO.

DIRECTORS AND OFFICERS

<u>NAME AND BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>	<u>S.S. No.</u>
Peter M. Kidd Director, President and Chief Operating Officer One West Pennsylvania Ave. Towson, MD 21204	4328 Bedrock Circle, 304 Southfield Apartments White Marsh, MD 21236 H (410) 931-2534 W (410) 494-7844	442-35-7729
Peter J. Steger Director and Vice President One West Pennsylvania Ave. Towson, MD 21204	533 Sussex Road Towson, MD 21286 H (410) 583-0805 W (410) 494-7999	152-56-4673
Glenn A. Votek Director and Treasurer 44 Whippany Road Morristown, NJ 07962	7 Montaine Place Lebanon, NJ 08883 H (908) 236-9509 W (201) 397-3066	136-52-5671
Mark P. Brower Assistant Vice President 44 Whippany Road Morristown, NJ 07962	19 Larissa Lane Thornwood, NY 10594 W (201) 397-8745	153-42-2206
Michael A. Gaines Assistant Vice President 44 Whippany Road Morristown, NJ 07962	30 McBride Way Bridgewater, NJ 08807 W (201) 397-4037	138-56-9625
Robert J. Ingato Assistant Secretary 44 Whippany Road Morristown, NJ 07962	23 Phyllis Place Randolph, NJ 07869 H (201) 895-3929 W (201) 397-3065	156-54-4928
Eric H. Kagan Vice President One West Pennsylvania Ave. Towson, MD 21204	3 Emerald Ridge Court Baltimore, MD 21209 H (410) 486-3086 W (410) 494-7822	057-38-0157
Madelyn C. Law Assistant Secretary 44 Whippany Road Morristown, NJ 07962	11 Broadview Terrace Chatham, NJ 07928 H (201) 635-5645 W (201) 397-3495	383-42-4766

William James Noonan 3 Stone Row Court 220-42-7870
Vice President Hunt Valley, MD 21030
One West Pennsylvania Ave. H.(410) 329-1506
Towson, MD 21204 W (410) 494-7901

Charles L. Taibi 1401 Waterford Drive 121-36-6367
Vice President Bel Air, MD 21015
One West Pennsylvania Ave. H (410) 836-2024
Towson, MD 21204 W (410) 494-7825

Trust Servicer:

AT&T Automotive Services, Inc.
One West Pennsylvania Avenue
Towson, Maryland 21204
(410) 494-7800

Trustee:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890