

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Vehicle Lease Ltd. a Business Trust

800002355378--6  
-11/25/97-01002-003  
\*\*\*350.00 \*\*\*350.00

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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CR2E031 (1-89)

B. REGISTER NOV 21 1997

DECLARATION OF TRUST  
AFFIDAVIT TO FILE OR QUALIFY A TRUST  
AND APPOINTMENT OF REGISTERED AGENT

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TALLAHASSEE, FLORIDA

1. The following is the name and address of the trust:

Vehicle Lease Ltd.  
PO Box 310  
Barrington, IL 60011

Name of Trust for use in Florida: Vehicle Lease Ltd., a Business Trust

2. The following is a verified list of the names and addresses of the trustees (the "Trustees") of Vehicle Lease Ltd.:

VLTX, Inc.  
111 E. Wacker Dr., Suite 3000  
Chicago, IL 60601

Delaware Trust Capital Management Inc.  
900 Market Street, Second Floor  
Wilmington, DE 19801

3. Attached is a copy of the Trust's Trust Agreement, dated as of September 1, 1997, and certified by the Trustee of the Trust.

4. The name and address of the Trust's registered agent in the State of Florida is as follows:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto signed my name as of this 31 day of October, 1997.

VLTX, Inc., not in its individual capacity but solely as Trustee of Vehicle Lease Ltd.

By: Melissa A. Rosal  
Melissa A. Rosal  
Vice President & Asst. Secretary

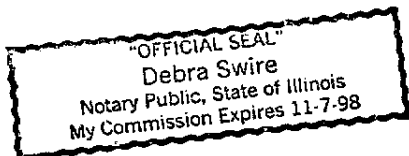
Sworn to before me and subscribed in my presence this 31 day of October, 1997.

STATE OF Illinois  
Cook COUNTY

NOTARY PUBLIC:

Debra Swire

Registered Agent's Acceptance:  
CT Corporation System



James M. Halpin  
James M. Halpin, Asst. Sec.

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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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 "VEHICLE LEASE LTD.", FILED IN THIS OFFICE ON THE TENTH DAY OF SEPTEMBER, A.D. 1997, AT 11 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2794740 8100

971340368

AUTHENTICATION: 8695791

DATE: 10-09-97

EXECUTION COPY

CERTIFICATE OF TRUST OF VEHICLE LEASE LTD.

This Certificate of Trust of Vehicle Lease Ltd. (the "Trust"), dated as of September 1, 1997, is being duly executed and filed by Delaware Trust Capital Management, Inc., a Delaware corporation, as Delaware trustee, and VLTX, Inc., a Delaware corporation, as 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 Vehicle Lease Ltd.

2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Delaware Trust Capital Management, Inc., 900 Market Street, Wilmington, Delaware 19801.

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. Effective Date. This Certificate of Trust shall be effective upon filing.

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

DELAWARE TRUST CAPITAL  
MANAGEMENT, INC.,  
Delaware Trustee, as Trustee

By: [Signature]  
Name: RICHARD N. SMITH  
Title: VICE PRESIDENT

VLTX, INC.,  
as Trustee

By: \_\_\_\_\_  
Name:  
Title:

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- 4. Effective Date. This Certificate of Trust shall be effective upon filing.

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

DELAWARE TRUST CAPITAL  
MANAGEMENT, INC.,  
Delaware Trustee, as Trustee

By: \_\_\_\_\_  
Name:  
Title:

VLTX, INC.,  
as Trustee

By: Nancy J. Arvin  
Name: NANCIE J. ARVIN  
Title: VICE PRESIDENT

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