

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ADVANCE ACCEPTANCE CORPORATION
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MINNESOTA 3. 41-0991621
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8-22-72 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAY 1, 1974
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13755 FIRST AVENUE North
PLYMOUTH MN 55441
(Current mailing address)

8. EQUIPMENT LEASING
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: HODGES, AVRAHAM & KRETSCHMER P.A.
Office Address: 815 N. WASHINGTON BLVD.
SUNNYSIDE, Florida, 34236
(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: DAVID DELANEY

Address: 4800 CASAMITA
EXCELSIOR, MN 55331

Vice Chairman: -

Address: _____

Director: ROBERT W. AMIS SR

Address: 358 FERNDALE AVE So.
WAYZATA, MN 55391

Director: ROBERT W. AMIS, JR.

Address: 1911 KENWOOD PKWY
MPLS, MN 55405

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: ROBERT W. AMIS, JR.

Address: 1911 KENWOOD PKWY
MPLS, MN 55405

Vice President: RICHARD M. ROUNT

Address: 4912 18th AVE S
MINNEAPOLIS, MN 55417

Secretary: ROBERT W. AMIS SR.

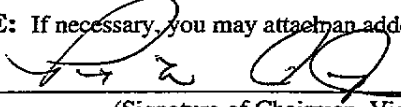
Address: 358 FERNDALE
WAYZATA, MN 55391

Treasurer: ROBERT W. AMIS, JR.

Address: ~~358 FERNDALE~~ 1911 KENWOOD PKWY
MPLS, MN 55405

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT W. AMIS JR PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

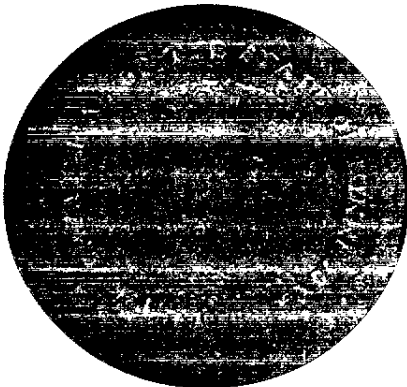
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Advance Acceptance Corporation

Date Formed: 08/22/1972

Chapter Governed By: 302A

This certificate has been issued on 12/30/99.



Mary Kiffmeyer
Secretary of State.

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