

F00000001306



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 616803 4349059

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 10 AM 11:38

ORDER DATE : March 8, 2000

ORDER TIME : 9:57 AM

ORDER NO. : 616803-005

CUSTOMER NO: 4349059

600003165256--7
-03/10/00--01069--006
*****70.00 *****70.00

CUSTOMER: Kim Desousa, Legal Assistant
Textron Financial Corporation
40 Westminster Street
11th Floor
Providence, RI 02903

600003165256--7
-03/10/00--01069--007
*****8.75 *****8.75

FOREIGN FILINGS

NAME: SYSTRAN FINANCIAL SERVICES
CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 10 AM 10:39

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B/C 3/10/00

**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.

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1. Systran Financial Services 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. Oregon

(State or country under the law of which it is incorporated)

3. 93-0586748

(FEI number, if applicable)

4. March 5, 1984

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

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

7. 40 Westminster Street

Providence, Rhode Island 02940

(Current mailing address)

8. To engage in the business of providing a full range of financial management and data

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

processing related services to the transportation industry.

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida, 32301

(Zip code)

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] Asst. V.P.
(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)

See attached

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

Director
~~Chairman~~: Stephen A. Giliotti
Address: 40 Westminster Street
Providence, RI 02940

Director:
~~Vice Chairman~~: Buell J. Carter, Jr.
Address: 40 Westminster Street
Providence, RI 02940

Director: Elizabeth C. Perkins
Address: 40 Westminster Street
Providence, RI 02940

Chairman
~~Director~~: Ronald W. Oake
Address: 4949 SW Meadows Rd., Suite 650
Lake Oswego, OR 97035

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

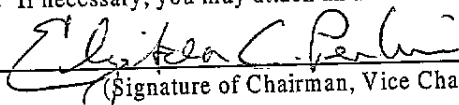
President: David Retallick
Address: 4949 SW Meadows Road, Suite 650
Lake Oswego, OR 97035

Vice President: Darrel E. Wild
Address: 6120 Earle Brown Drive, Suite 700
Brooklyn Center, MN 55430

Secretary: Linda S. Merican
Address: 4949 SW Meadows, Suite 650
Lake Oswego, OR 97035

VP-Tax
~~Treasurer~~: Kathleen A. Smith
Address: 40 Westminster Street
Providence, RI 02940

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. Elizabeth C. Perkins, Director
(Typed or printed name and capacity of person signing application)

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Directors, Officers Report

Systran Financial Services Corporation

March 07, 2000

DIRECTORS

Buell J. Carter, Jr. Primary Address:	Director 40 Westminster Street Providence, RI 02903
Stephen A. Giliotti Primary Address:	Director 40 Westminster Street Providence, RI 02903
Elizabeth C. Perkins Primary Address:	Director 40 Westminster Street Providence, RI 02903

OFFICERS

Ronald W. Oake Primary Address:	Chairman 4949 SW Meadows Rd., Suite 650 Lake Oswego, OR 97035
David Retallick Primary Address:	President 4949 SW Meadows Road, Suite 650 Lake Oswego, OR 97035
Kathleen A. Smith Primary Address:	Vice President - Tax 40 Westminster Street Providence, RI 02903
Darrel E. Wild Primary Address:	Vice President 6120 Earle Brown Drive, Suite 700 Brooklyn Center, MN 55430
Linda S. Merican Primary Address:	Secretary 4949 SW Meadows Road, Suite 650 Lake Oswego, OR 97035
Jonathan Cohen Primary Address:	Assistant Secretary 4949 SW Meadows Road, Suite 650 Lake Oswego, OR 97035
Elizabeth C. Perkins Primary Address:	Assistant Secretary 40 Westminster Street Providence, RI 02903

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DIVISION OF CORPORATIONS
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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

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DIVISION OF CORPORATIONS
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I, BILL BRADBURY, Secretary of State of Oregon, and Custodian of the Seal
of said State, do hereby certify:

SYSTRAN FINANCIAL SERVICES CORPORATION

was
incorporated
under the Oregon
Business Corporation Act
on
March 5, 1984

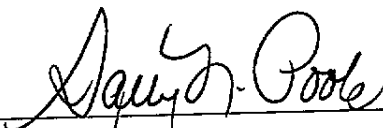
and is active on the records of the Corporation Division as
of the date of this certificate.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

BILL BRADBURY, Secretary of State



By


Sally L. Poole
March 1, 2000