

F00000001306



ACCOUNT NO. : 072100000032
 REFERENCE : 616803 4349059
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 SECRETARY OF CORPORATIONS
 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

5

NAME: SYSTRAN FINANCIAL SERVICES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- 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

RECEIVED

00 MAR 10 AM 11:38

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

B/C 3/10/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
COMM 10 AM 11-38

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. 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 processing related services to the transportation industry.
(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: 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] Assr. 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: Stephen A. Giliotti
Chairman: _____
Address: 40 Westminster Street
Providence, RI 02940

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

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

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

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

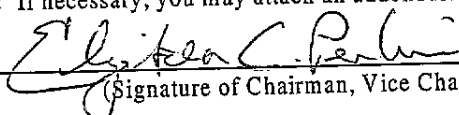
President: David Retallick
Address: 4949 SW Meadows Road, Suite 650
Lake Oswego, OR 97035

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: Kathleen A. Smith
Treasurer: _____
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)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
BOARD ID AM 11-38

Directors, Officers Report

Systran Financial Services Corporation

March 07, 2000

DIRECTORS

Buell J. Carter, Jr. Director
Primary Address: 40 Westminster Street
Providence, RI 02903

Stephen A. Giliotti Director
Primary Address: 40 Westminster Street
Providence, RI 02903

Elizabeth C. Perkins Director
Primary Address: 40 Westminster Street
Providence, RI 02903

OFFICERS

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

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

Kathleen A. Smith Vice President - Tax
Primary Address: 40 Westminster Street
Providence, RI 02903

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

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

Jonathan Cohen Assistant Secretary
Primary Address: 4949 SW Meadows Road, Suite 650
Lake Oswego, OR 97035

Elizabeth C. Perkins Assistant Secretary
Primary Address: 40 Westminster Street
Providence, RI 02903

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

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

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

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

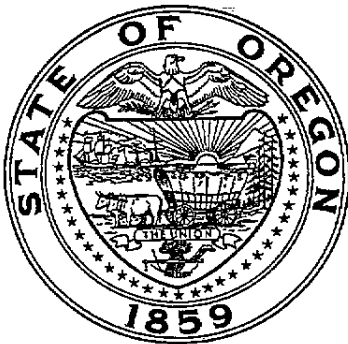
SYSTRAN FINANCIAL SERVICES CORPORATION

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

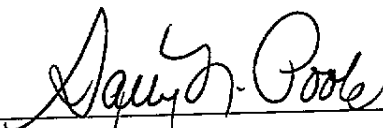
and is active on the records of the Corporation Division as of the date of this certificate.

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