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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 10

ACCOUNT NO. : 072100000032
REFERENCE : 518548 7311675
AUTHORIZATION : *Patricia Piggett*
COST LIMIT : \$ 70.00

ORDER DATE : April 9, 2002

ORDER TIME : 12:44 PM

ORDER NO. : 518548-010

4000005236454--0

CUSTOMER NO: 7311675

CUSTOMER: Mr. Timothy Westburg
Empower Finance Corporation
3411 Silverside Road
200 Weldin Bldg
Wilmington, DE 19810

AL

FOREIGN FILINGS

NAME: EMPOWER FINANCE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

RECEIVED
02 APR 10 PM 2:00
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

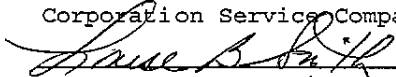
*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. EMPOWER FINANCE 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. Delaware 3. 51-0408064
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 3/14/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. "upon qualification"
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 3411 Silverside Road, 200 Weldin Bldg, Wilmington, DE 19810
(Principal office address)
3411 Silverside Road, 200 Weldin Bldg, Wilmington, DE 19810
(Current mailing address)
Refinancing existing automobile loans
8. _____
(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
(City) (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.

Corporation Service Company



(Registered agent's signature)

Louise B. Smith, Assistant Vice President

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. James Timothy Westburg, Vice President

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

GA-Application for Certificate of Authority for Foreign Corp.

EMPOWER FINANCE CORPORATION

List of Officers

Name: Robert P. Gurnee Title: President
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

Name: James Timothy Westburg Title: Executive Vice President
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

Name: Vikra M. Kapoor Title: Vice President
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

List of Directors

Name: Robert P. Gurnee Term:
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

Name: James Timothy Westburg Term:
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

Name: Vikra M. Kapoor Term:
Bus. Addr.: c/o Empower Finance Corporation 200 Weldin Bldg, 3411 Silverside
Road, Wilmington, DE 19810

Name: James Lutz Term:
Bus. Addr.: 300 West State St., Suite 300, Media, PA 19063

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Delaware

The First State

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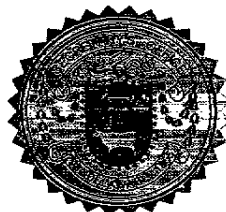
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ALLAHAMA, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPOWER FINANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF APRIL, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMPOWER FINANCE CORPORATION" WAS INCORPORATED ON THE FOURTEENTH DAY OF MARCH, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1711344

DATE: 04-09-02