



F02000005089

ACCOUNT NO. : 072100000032

REFERENCE : 771787 7155110

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 70.00

FILED
02 OCT -8 PM 1:51
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 2002

ORDER TIME : 9:48 AM

ORDER NO. : 771787-045

CUSTOMER NO: 7155110

300008262523--4

CUSTOMER: Ms. Leighanne Elixson
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: HFS DECAR FUNDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

(6) mfk

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

RECEIVED
02 OCT -8 AM 10:37
DIVISION OF CORPORATION

CONTACT PERSON: Sara Lea -- EXT# 1114

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

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. HFS Decar Funding 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. Applied
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 03, 2002 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.)
c/o Legal Department, 6 Sylvan Way
7. Parsippany, NJ 07054
(Principal office address)
6 Sylvan Way, Parsippany, NJ 07054
(Current mailing address)
Conduit leasing subsidiary To engage in any act or activity for which corporations may be organized.
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

By: _____

(Registered agent's signature)

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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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. Lynn Feldman, Vice President

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

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TALLAHASSEE, FLORIDA

RIDER A

OFFICERS

F. Robert Salerno Primary Address:	President 6 Sylvan Way Parsippany, NJ 07054
Duncan H. Cocroft Primary Address:	Executive Vice President and Treasurer 1 Campus Drive Parsippany, NJ 07054 USA
Eric J. Bock Primary Address:	Secretary 9 West 57th Street 37th Floor New York, NY 10019
James E. Buckman Primary Address:	Executive Vice President 9 West 57th Street New York, NY 10019 USA
John W. Chidsey Primary Address:	Executive Vice President 6 Sylvan Way Parsippany, NJ 07054
Duncan H. Cocroft Primary Address:	Treasurer 1 Campus Drive Parsippany, NJ 07054 USA
Tobia Ippolito Primary Address:	Executive Vice President 1 Campus Drive Parsippany, NJ 07054 USA
Kevin M. Sheehan Primary Address:	Executive Vice President 9 West 57th Street New York, NY 10019 USA
David B. Wyshner Primary Address:	Executive Vice President 1 Campus Drive Parsippany, NJ 07054 USA
Michael P. Collins Primary Address:	Executive Vice President, Operations 6 Sylvan Way Parsippany, NJ 07054
Terence P. Conley Primary Address:	Senior Vice President 1 Campus Drive Parsippany, NJ 07054 USA
John T. McClain Primary Address:	Senior Vice President 1 Campus Drive Parsippany, NJ 07054 USA
Karen C. Sclafani Primary Address:	Senior Vice President, General Counsel & Assistant Secretary 6 Sylvan Way Parsippany, NJ 07054

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HFS Decar Funding Corporation

Patric Siniscalchi Primary Address:	6 Sylvan Way Parsippany, NJ 07054 USA	Senior Vice President, International Development
Vincent Ventura Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Senior Vice President, Tax
Joseph Huber Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Vice President, Tax
Edward B. Pictroski Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Vice President
Lynn A. Feldman Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Vice President & Assistant Secretary
Richard S. Meisner Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Vice President & Assistant Secretary
Jean Marie Sera Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Assistant Secretary
Tara Ashmore Primary Address:	None given	Assistant Treasurer
Charles M. Fallon Primary Address:	6 Sylvan Way Parsippany, NJ 07054	Executive Vice President of Sales
Mark E. Johnson Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Assistant Treasurer
John M. Peterson Primary Address:	1 Campus Drive Parsippany, NJ 07054 USA	Assistant Treasurer
Eric J. Bock Primary Address:	9 West 57th Street 37th Floor New York, NY 10019	Executive Vice President, Law and Corporate Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

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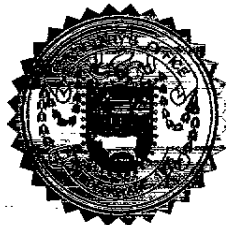
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HFS DECAR FUNDING 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 SEVENTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HFS DECAR FUNDING CORPORATION" WAS INCORPORATED ON THE THIRD DAY OF OCTOBER, A.D. 2002.

FILED
OCT -8 PM 3:51
DEPT. OF STATE
HALL, ASSESSOR, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3576447 8300

AUTHENTICATION: 2021892

020620018

DATE: 10-07-02