

Division of Corporations

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Florida Department of State
Division of Corporations
Public Access System

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TO:

Division of Corporations
Fax Number : (850) 205-0383

FROM:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

FOREIGN PROFIT QUALIFICATION

HSBC Motor Credit (USA) Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

RECEIVED
03 NOV 12 PM 8:33

FILED

03 NOV 12 AM 9:27

STATE OF FLORIDA
TALLAHASSEE

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**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. HSBC Motor Credit (USA) Inc.
(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
(State or country under the law of which it is incorporated)
3. 16-1402360
(FEI number, if applicable)
4. August 15, 1991
(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. One HSBC Center, Buffalo, New York 14203
(Current mailing address)
8. Auto financing, floor plan financing and purchase of dealer receivables.
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
C T Corporation System
Karen A. Schumacher, ASSE. Secy
(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)

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

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: _____

Address: _____

Vice President: _____

Address: _____

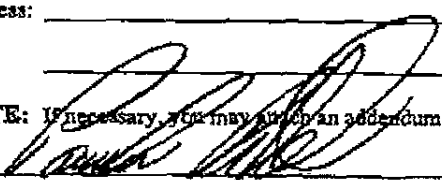
Secretary: _____

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. Pamela Pickel, Assistant Secretary

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

HSBC MOTOR CREDIT (USA) INC.

Officers:

Dennis M. Proefrock
President
One HSBC Center
Buffalo, New York 14203

John C. Lankes
Vice President
One HSBC Center
Buffalo, New York 14203

James F. Warrington
Vice President
One HSBC Center
Buffalo, New York 14203

Carol Bartosz
Assistant Vice President
One HSBC Center
Buffalo, New York 14203

Joseph R. Simpson
Treasurer
One HSBC Center
Buffalo, New York 14203

John R. Greene
Assistant Treasurer
452 Fifth Avenue
New York, New York 10018

Philip S. Toohey
Secretary
One HSBC Center
Buffalo, New York 14203

Pamela Pickel
Assistant Secretary
One HSBC Center
Buffalo, New York 14203

Mark A. Wiencek
Assistant Secretary
One HSBC Center
Buffalo, New York 14203

Director:

Philip S. Toohey
One HSBC Center
Buffalo, New York 14203

Delaware

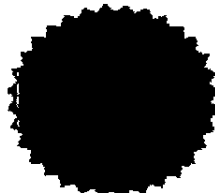
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HSBC MOTOR CREDIT (USA) INC." 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 NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



2271202 8300

030717726

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2736773

DATE: 11-07-03