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Florida Department of State
Division of Corporations
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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

US Express Leasing, Inc.

Certificate of Status	0
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Page Count	04
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DIVISION OF CORPORATIONS
JB
4-2-04

**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. US Express Leasing, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 20-0716627
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 10, 2004 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. 300 Lanidex Plaza, Parsippany, New Jersey 07054
(Principal office address)
300 Lanidex Plaza, Parsippany, New Jersey 07054
(Current mailing address)

8. Commercial leasing services
(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
(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.

CT Corporation System

By: *Christine Ryan*
(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 business addresses of officers and/or directors:

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

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A. DIRECTORS

Chairman: James McGrane

Address: 300 Lanidex Plaza, Parsippany, New Jersey 07054

Vice Chairman: Andy Rush

Address: DLJ Merchant Banking Partners, 11 Madison Avenue, New York, New York 10010

Director: Lee Wright

Address: DLJ Merchant Banking Partners, 11 Madison Avenue, New York, New York 10010

Director: _____

Address: _____

B. OFFICERS

President: James McGrane, Chief Executive Officer

Address: 300 Lanidex Plaza, Parsippany, New Jersey 07054

Vice President: Jeffrey Hilzinger, Chief Financial Officer

Address: 300 Lanidex Plaza, Parsippany, New Jersey 07054

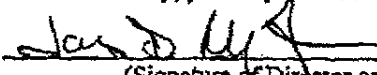
Secretary: Richard Gumbrecht, Chief Originations Officer

Address: 300 Lanidex Plaza, Parsippany, New Jersey 07054

Treasurer: Michael DeBernardi, Chief Risk Officer

Address: 300 Lanidex Plaza, Parsippany, New Jersey 07054

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. James McGrane, Chief Executive Officer

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US EXPRESS LEASING, 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 THIRTY-FIRST DAY OF MARCH, A.D. 2004.

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



3763086 8300

040236309

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3024868

DATE: 03-31-04