

Division OCT. 8. 2004 9:40AM

CORPORATION SVC CO

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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850)521-1000
Fax Number : (850)558-1575

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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

EMIGRANT LEASING CORP.

Certificate of Status	0
Certified Copy	0
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DIVISION OF CORPORATION

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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. EMIGRANT LEASING CORP.

(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

(State or country under the law of which it is incorporated)

3. 16-1705918

(FEI number, if applicable)

4. July 10, 2004

(Date of incorporation)

5. Perpetual

(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 Emigrant Leasing Corp., 101 Executive Blvd.,

7. Elmsford, NY 10523

(Principal office address)

101 Executive Blvd., Elmsford, NY 10523

(Current mailing address)

Equipment Finance To engage in any act or activity for which corporations

8. may be organized.

(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 Bays Street

Tallahassee

(City)

, 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.

Corporation Service Company

By: Ann R. Shilling

(Registered agent's signature)

Ann R. Shilling, 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:

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CORPORATION SVC COCE COMPANY

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A. DIRECTORS

Chairman: See attached officers/directors rider

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 Director or Officer listed in number 12 of the application)

14. Mike Rahmann, President

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

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D.V.S. and Corporation

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EMIGRANT LEASING CORP.

Officers/Directors

James C. Woolsey, Chairman/Chief Executive Officer
Business: 5 East 42 nd. St., New York, NY 10017
Home: 10 Oakford Circle, Wayne, PA 19087

Michael J. Kahmann, Director/President
Business: 101 Executive Blvd., Elmsford, NY 10523
Home: 58 Betsy's Lane, New Canaan, CT 06840

John R. Hart, Director/Vice President
Business: 5 East 42nd. St., New York, NY 10017
Home: 40 Old Highway, Wilton, CT 06897

Daniel C. Hickey, Director/Vice President/Secretary
Business: 5 East 42nd. St., New York, NY 10017
Home: 14 Ferris Lane, Bedford, NY 10506

Michael J. Jackson, Director/Vice President
Business: 5 East 42nd. St., New York, NY 10017
Home: 2112 Cayuga Drive, Merrick, NY 11566

Francis R. May, Director/Vice President
Business: 5 East 42nd. St., New York, NY 10017
Home: 613 Nod Hill Road, Wilton, CT 06897

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CORPORATION SVC COE COMPANY

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMIGRANT LEASING CORP." 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. 2004.

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 "EMIGRANT LEASING CORP." WAS INCORPORATED ON THE THIRTIETH DAY OF JULY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3398037

DATE: 10-07-04

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