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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN PROFIT/NONPROFIT CORPORATION

GREYSTONE EQUIPMENT FINANCE CORPORATION

Certificate of Status	0
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OCT. 16. 2006 3:02PM C S C

NO. 724 P. 2
#0600025310403

**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. Greystone Equipment Finance Corporation

(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. 20-3501412

(FEI number, if applicable)

4. 09/20/2005

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 125 Summer Street, 18th Floor, Boston, MA 02110-1616

(Principal office address)

152 W 57th St., 60th Fl., New York, NY 10019

(Current mailing address)

8. Small ticket equipment leasing & financing

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays 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: Denise Mick

(Registered agent's signature)

**Denise Mick
as its agent**

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: Stephen Rosenberg

Address: 152 W 57th Street, 60th Fl., New York, NY 10019

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Donald Synborski

Address: 125 Summer Street, 18th Floor, Boston, MA 02110-1616

Vice President: Carl Vercollone

Address: 125 Summer Street, 18th Floor, Boston, MA 02110-1616

Secretary: Bonnie Dublin

Address: 152 W 57th Street, 60th Fl., New York, NY 10019

Treasurer: Petter Wendel

Address: 152 W 57th Street, 60th Fl., New York, NY 10019

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

13. Stephen Rosenberg
(Signature of Director or Officer listed in number 12 of the application)

14. Stephen Rosenberg, Chairman of the Board
(Typed or printed name and capacity of person signing application)

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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 "GREYSTONE EQUIPMENT 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 SIXTEENTH DAY OF OCTOBER, A.D. 2006.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GREYSTONE EQUIPMENT FINANCE CORPORATION" WAS INCORPORATED ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2005.

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



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5116797

DATE: 10-16-06

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