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Goodrich Leasing, Inc.

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1303, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. GOODRICH 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

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

3. 02-0640181

(FBI number, if applicable)

4. 4/25/2002

(Date of incorporation)

5. Perpetual

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

6. Upon filing

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

7. 55 Hayden Avenue, Suite 3200, Lexington MA 02421

(Principal office address)

55 Hayden Avenue, Suite 3200, Lexington MA 02421

(Current mailing address)

8. To engage in any lawful act or activity for which corporations 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 NOT acceptable)

Name: **Angell Corporate Services, Inc.**

Office Address: **One N Clematis Street, Suite 400**

West Palm Beach, Florida **33401**

(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.

Angell Corporate Services, Inc.



(Registered agent's signature)

Dana T. Pickard, 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.

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

A. DIRECTORSDirector: Stanley L. Clarke~~Chairman~~Address: 55 Hayden Avenue, Suite 3200, Lexington MA 02421

Vice Chairman: _____

Address: _____

Director: Joseph MarzilliAddress: 55 Hayden Avenue, Suite 3200, Lexington MA 02421

Director: _____

Address: _____

B. OFFICERSPresident: Stanley L. ClarkAddress: 55 Hayden Avenue, Suite 3200, Lexington MA 02421

Vice President: _____

Address: _____

Secretary: Joseph MarzilliAddress: 55 Hayden Avenue, Suite 3200, Lexington MA 02421Treasurer: Joseph MarzilliAddress: 55 Hayden Avenue, Suite 3200, Lexington MA 02421

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. _____

JOSEPH MARZILLISecretary

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

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Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOODRICH 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 TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOODRICH LEASING, INC." WAS INCORPORATED ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2002.

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

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: 6413120

DATE: 02-28-08