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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

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*****35.00 *****35.00

4000000999994
-03/16/94--01144--001
*****35.00 *****35.00

SUBJECT: LEASE CENTER CORP
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JOHN S. LATIMER
(Name of Person)
LEASE CENTER CORP
(Firm/Company)
P.O. Box 1116
(Address)
WILLOUGHBY, OHIO 44094
(City, State and Zip Code)

pk 1/17

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 11:35

Should you need to call someone concerning this matter, please call:

JOHN S. LATIMER at (216) 942-0951
(Name of Person) Area Code & Daytime Telephone Number

W94-5964

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

March 17, 1994

JOHN S. LATIMER
LEASE CENTER CORP.
PO BOX 1116
WILLOUGHBY, OH 44094

SUBJECT: LEASE CENTER CORP.
Ref. Number: W94000005964

We have received your document for LEASE CENTER CORP. and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s).

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that LEASE CENTER CORP. has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 1984, as the initial date of transacting business in the State of Florida. Please contact this office concerning the date first transacted business in Florida.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$5121.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(904) 487-6092.

Hart Collins
Senior Corporate Section Administrator

Letter Number: 994A00011912

ROSPLOCK, COULSON, PEREZ, DEEB & EZZONE

ATTORNEYS AND COUNSELORS AT LAW

INTERSTATE SQUARE BUILDING I

4230 STATE ROUTE 300

AT INTERSTATE 90

WILLOUGHBY, OHIO 44094

ROBERT S. ROSPLOCK
CHARLES E. COULSON
RICHARD J. PEREZ
CHARLES G. DEEB
DONALD J. EZZONE

TELEPHONE (216) 933-1310
TELECOPIER (216) 933-1427

*ALSO ADMITTED TO PRACTICE IN FLORIDA

June 15, 1994

Hart Collins
Senior Corporate Section Administrator
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

RE: Lease Center Corp.
Reference Number: W94000005964

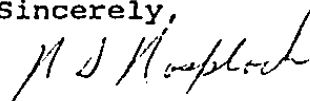
Dear Mr. Collins:

Your letters to Mr. Latimer have been referred to me for reply.

A review of your records should clearly indicate that Lease Center Corp. has always remitted to the State of Florida any taxes which were required based on any lease transactions in Florida. At no time has Lease Center ever had an office or employees in the State of Florida.

Lease Center respectfully requests an abatement of any penalties due as a result of its previously failure to file based on its ignorance of its requirement to do so and its continual remittance of all taxes due. If you are not able to consider this request, I would appreciate you forwarding this letter to the appropriate person or advising me as to whom I should contact.

Sincerely,



Robert S. Rosplock

RSR/11n



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

June 20, 1994

Robert S. Rosplock, Esq.
4230 State Route 306
at Interstate 90
Willoughby, OH 44094

RE: Lease Center Corp.
Ref. Number: W94000005964

Dear Mr. Rosplock:

Thank you for your letter dated June 15, 1994, concerning the request for authority to transact business in Florida by Lease Center Corp.

Please be advised that this office does not administer Florida's revenue laws. Therefore, the records of this office do not reflect that "taxes" are due by Lease Center Corp.

Pursuant to s. 607.1502(4), F.S. (copy enclosed), this office is statutorily mandated to collect the minimum civil penalty of \$500 for each year or part thereof that it transacted business in Florida without authority, along with the appropriate annual report fees. Please be aware that this office has not been granted authority, statutory or otherwise, to waive or reduce any civil penalty or annual report fees due this office.

The "Application by Foreign Corporation for Authorization to Transact Business in Florida" (copy enclosed) that was submitted to this office by Lease Center Corp., states "unknown" as the date first transacted business in Florida. Based upon information provided by the Florida Department of Revenue, January 1, 1984, is reflected as the initial date of transacting business in Florida. If this referenced date, as submitted to the Florida Department of Revenue by Lease Center Corp., is the actual date first transacted business in Florida within the meaning of s. 607.1501, F.S. (copy enclosed), then it would be liable to this office for \$5121.25 in civil penalties and annual report fees. If Lease Center Corp.'s previous activities in Florida that warranted compliance with Florida's revenue laws does not constitute the transaction of business within the meaning of s. 607.1501, F.S., please provide a sworn affidavit to that effect and state the correct date Lease Center Corp. began transacting business in Florida.

Please contact me if you have any questions regarding this matter.

Sincerely,

Hart Collins, Senior Corporate Administrator
Division of Corporations



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

June 6, 1994

JOHN S. LATIMER
LEASE CENTER CORP.
PO BOX 1116
WILLOUGHBY, OH 44094

SUBJECT: LEASE CENTER CORP.
Ref. Number: W9400005964

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for LEASE CENTER CORP..

This office received information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, which indicates that the corporation has transacted business in the State of Florida since January 1, 1984. You were notified by letter dated March 17, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$5121.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Hart Collins
Senior Corporate Section Administrator Letter No. 094A00026616

Enclosure



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

JOHN S. LATIMER
LEASE CENTER CORP.
PO BOX 1116
WILLOUGHBY, OH 44094

SUBJECT: LEASE CENTER CORP.
Ref. Number: W94000005964

**CERTIFIED MAIL #Z 751 934 133
RETURN RECEIPT REQUESTED**

This is the Department of State's third request for information to establish the date LEASE CENTER CORP. first transacted business in Florida. Failure to respond to this letter may result in legal action against the corporation pursuant to Sections 607.0130(3) and 607.1502(4), Florida Statutes (copies enclosed).

Based upon information provided by the Florida Department of Revenue, it appears that LEASE CENTER CORP. has transacted business in Florida since January 1, 1984. This date is not the same as the date indicated on the corporation's previously submitted application.

If erroneous information was listed on the application or the date the corporation began conducting its affairs in Florida falls under an enumerated exemption provided for in Section 607.1501, Florida Statutes (copy enclosed), an affidavit to clarify this discrepancy must be sent to this office.

Until this office is notified otherwise, penalties and fees in the amount of \$5121.25 are now due. To avoid further penalty, either payment or an affidavit must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and send it to the address indicated below. If you have any questions regarding this matter, please telephone (904) 487-6091.

I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 894A00051430

ROSPLOCK, COULSON, PEREZ, DEEB & EZZONE

ATTORNEYS AND COUNSELORS AT LAW
INTERSTATE SQUARE BUILDING I
4230 STATE ROUTE 300
AT INTERSTATE 90
WILLOUGHBY, OHIO 44094

ROBERT S. ROSPLOCK
CHARLES E. COULSON
RICHARD J. PEREZ
CHARLES G. DEEB
DONALD J. EZZONE

TELEPHONE (216) 953-1310
FAX NUMBER (216) 953-1427

*ALSO ADMITTED TO PRACTICE IN FLORIDA

December 6, 1994

Douglas D Sunshine
Assistant General Counsel
Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee FL 32314

RE: Lease Center Corp.
Ref. Number: W94000005964

Dear Mr. Sunshine:

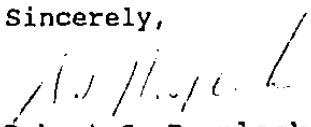
As I had previously discussed with other members of your department, Lease Center Corp. has not had significant contacts with the State of Florida until recently. Lease Center Corp. did, beginning in 1984, lease a small number of vehicles to Florida residents who also spent part of the year in Ohio, and always paid the appropriate sales tax collected. It was at the time Lease Center contemplated doing business with full time Florida residents on a regular basis that the application for registration was filed in Florida.

If you still believe, based on your interpretation of the statutes attached to your letter, that Lease Center Corp. has in fact been transacting business in Florida since 1984, Lease Center Corp. will pay the assessment of \$5,125.25. The company is not, however, financially able to make a lump sum payment in this amount as requested in your letter within fifteen (15) days.

I would appreciate you advising me whether, if you still determine the full amount is due, some payment plan is available to Lease Center to pay the amount requested, especially as almost all of the money requested is penalties and not fees.

Thank you in advance for your assistance.

Sincerely,


Robert S. Rosplock

RSR/11n
cc: Lease Center Corp.
[C:\WP60\RSR\LEASECEN.LTR]

(Handwritten notes and signatures)
12/13/94
E. J. [unclear]
[unclear]
[unclear]
[unclear]

STATE OF OHIO)

) ss:

COUNTY OF LAKE)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 11:35

JOHN S. LATIMER, being first duly sworn, says and deposes as follows:

1. I am the President of Lease Center Corp., and its sole shareholder.
2. Lease Center Corp., an Ohio Corporation, is in the business of leasing motor vehicles.
3. While Lease Center Corp. has been collecting, and remitting, sales tax from lease customers whom reside in Florida since 1984, Lease Center Corp. has never had any employees in Florida, maintained any office in Florida, or advertised its services in the State of Florida. All lease transactions with residents in the State of Florida to date have always been conducted by mail or in the offices of Lease Center Corp. in Lake County, Ohio.
4. Based on my review of Florida Statutes, Section 607.1501 through 607.1532, Lease Center Corp. has not transacted business in Florida in any manner which would have required Lease Center Corp. as a foreign Corporation to obtain authority to transact business in Florida.

5. The first date that Lease Center Corp. will transact business in Florida is upon qualification.

FURTHER AFFIANT SAYETH NAUGHT.



JOHN S. LATIMER

Sworn to before me and subscribed in my presence this 11th day of Dec, 1994.



NOTARY PUBLIC

SHARON E. DUNLAP
Notary Public, State of Ohio
My Commission Expires 1-4-98
(Recorded in Lake County)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. LEASE CENTER CORP
(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.)

OHIO 3. 34-1340973
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 1, 1981 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UNKNOWN
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. P.O. Box 1116
Willoughby, Ohio 44094
(Current mailing address)

8. AUTO & TRUCKS LEASING & SELLING
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: WILLIAM ANDERSEN

Office Address: 99198 US1 DAMARON BLVD. #7

KEY LAKES, Florida, 33037
(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.

William Andersen
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 10:35

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

A. DIRECTORS

Chairman: JOHN S. LATIMER

Address: 9968 GARDENSIDE DR

WAITE HILL, OHIO 44094

Vice Chairman: _____

Address: _____

Director: ELLEN M. LATIMER

Address: 9968 GARDENSIDE DR.

WAITE HILL, OHIO 44094

Director: _____

Address: _____

B. OFFICERS

President: JOHN S. LATIMER

Address: 9968 GARDENSIDE DR

WAITE HILL, OHIO 44094

Vice President: _____

Address: _____

Secretary: ELLEN M. LATIMER

Address: 9968 GARDENSIDE DR

WAITE HILL, OHIO 44094

Treasurer: _____

Address: _____

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

13.

[Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

JOHN S. LATIMER
(Typed or printed name and capacity of person signing application)

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

}

I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations and Miscellaneous filings; that said records show LEASE CENTER CORP., an Ohio Corporation, Charter No. 577400, having its principal location in Mentor, County of Lake, was incorporated on July 2, 1981, is currently in GOOD STANDING upon the records of this office.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 17 AM 11:35



WITNESS my hand and official
seal at Columbus, Ohio this
30th day of December, A.D. 1994

Bob Taft

Bob Taft
Secretary of State