F95000001745

Newcourt financial

3945 Freedom Circle
Suite 1050
Santa Clara, California
95054-1226

600001452866
-04/11/95--01035--003
*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NEWCOURT FINANCIAL USA INC.
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ____ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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WL 4/11

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

CR2E031(10/92)

Examiner's Initials	

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. Newcourt Financial USA Inc.
(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.)

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

3. 77-0298311
(FEI number, if applicable)

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4. January 8, 1992
(Date of Incorporation)

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

6. March 1, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 3945 Freedom Circle, Suite 1050
Santa Clara, CA 95054-1226
(Current mailing address)

8. Equipment Leasing and Financing
(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 , Florida , 33324
(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.

K. W. Cl, Asst. V.P.
(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 addresses of officers and/or directors:**

A. DIRECTORS

Chairman: Please see attached sheet

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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B. OFFICERS

President: Please see attached sheet

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. K. Nicholas Martitsch, Assistant Secretary
(Typed or printed name and capacity of person signing application)

NEWCOURT FINANCIAL USA INC.
3945 Freedom Circle, Suite 1050
Santa Clara, CA 95054-1226
TIN 77-0298311

Owned 100% by
NEWCOURT CREDIT GROUP USA INC.
70 West Madison
3 First National Plaza, Suite 5360
Chicago, IL 60602
TIN 36-3873821

Owned 100% by
NEWCOURT CREDIT GROUP INC.
181 Bay Street, Suite 3500
Toronto, Ontario Canada M5J 2T3
Listed on the Toronto Stock Exchange

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 11

OFFICERS AND DIRECTORS OF NEWCOURT FINANCIAL USA INC.

Name	Title(s)	SSN	Home Address	Business Address
Steven Kenneth Hudson	Director	Canadian National	1166 Bay Street, Unit 2201 Toronto, Ontario Canada M5S 2X8	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
William Michael Imrie	Vice President	Canadian National	195 Jackson Street Rockwood, Ontario Canada N0B 2K0	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Daniel Albert Jauernig	Treasurer	Canadian National	117 Wilson Avenue North York, Ontario Canada M5M 3A2	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
James Coulter Johnson	Secretary	Canadian National	2039 Markle Drive Oakville, Ontario Canada L6H 3H6	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Karl Nicholas Martitsch	Assistant Secretary	071-66-4604	1391 Holt Avenue Los Altos, CA 94024	3945 Freedom Circle, Suite 1050 Santa Clara, CA 95054-1226
Bradley Duayne Nullmeyer	Director	Canadian National	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Michael Ernest Scanlon	Vice President	011-42-5267	9 Hickory Road Southboro, MA 01772	30 Rowes Wharf Boston, MA 02110
Frank Oxford Scharffenberger	Vice President	462-19-2486	7110 Birchwood Dallas, TX 75240	8080 North Central Dallas, TX 75206
Paul Hansen Schmitt	President Director	221-38-3541	1415 Wendy Way Menlo Park, CA 94025	3945 Freedom Circle, Suite 1050 Santa Clara, CA 95054-1226
Steven Hampden Schofield	Director	Canadian National	267 Bartley Bull Parkway Brampton, Ontario Canada L6W 2L2	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEWCOURT FINANCIAL USA 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-FOURTH DAY OF FEBRUARY, A.D. 1995.

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

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7420133

DATE: 02-24-95