

F95

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 625306 86901J

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 23, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 625306

CUSTOMER NO: 86901J

CUSTOMER: Mr. Richard Vorosmarti
Prentice Hall Legal &
1090 Vermont Avenue, N.W.
4th Floor
Washington, DC 20005

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*****70.00 *****70.00

RECEIVED
95 JUN 23 10:10:20
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: PATTEN RECEIVABLES FINANCE
CORPORATION X

6-23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 JUN 23 10:10:58

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

**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. PATTEN RECEIVABLES FINANCE CORPORATION X
(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 3. APPLIED FOR
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. JUNE 20, 1995 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 5295 TOWN CENTER ROAD, SUITE 400
BOCA RATON, FL 33486
(Current mailing address)

8. FINANCE
(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: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.
By: Gloria M. Barry, Asst. Secy.
(Registered agent's signature)
Gloria M. Barry, Asst. Secy.

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: PATRICK E. RONDEAU
Address: 5295 TOWN CENTER ROAD, SUITE 400
BOCA RATON, FL 33486
Vice Chairman: ALAN L. MURRAY
Address: 5295 TOWN CENTER ROAD, SUITE 400
BOCA RATON, FL 33486
Director: TIMOTHY DOLAN
Address: 26 UNION STREET
NORTH ADAMS, MA 01247
Director: _____
Address: _____

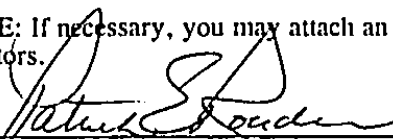
B. OFFICERS

President: PATRICK E. RONDEAU
Address: SAME AS ABOVE

Vice President: DANIEL C. KOSCHER
Address: 5295 TOWN CENTER ROAD
BOCA RATON, FL 33486
Secretary: PATRICK E. RONDEAU
Address: SAME AS ABOVE

Treasurer: ALAN L. MURRAY
Address: SAME AS ABOVE

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. PATRICK E. RONDEAU, PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PATTEN RECEIVABLES FINANCE CORPORATION X" 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-FIRST DAY OF JUNE, A.D. 1995.

FILED
SECRETARY OF STATE
JUN 23 1995 10:58



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

7548157

AUTHENTICATION:

DATE:

06-21-95