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818 West Seventh Street
Los Angeles, CA 90017
Tel: 213 621 8252
Fax: 213 614 9147

July 7, 1995

**Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32309**

100001539601
-07/18/95--01035--0009
*****70.00 *****70.00

**Re: ROCKFORD INDUSTRIES, INC.
Order #: 312980**

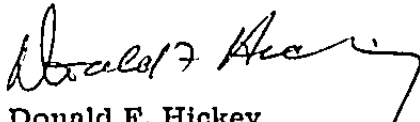
To Whom It May Concern:

As requested by counsel, we enclose for filing an Application for Authority on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800 888 9207.

Very truly yours,



**Donald F. Hickey
Sr. Customer Specialist**

Enclosure(s)

Special Instructions:

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DIVISION OF CORPORATIONS

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACTION 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. ROCKFORD INDUSTRIES, 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. California 3. 33-0075112
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 27, 1984 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 817.158, F.S.))

7. 1851 EAST FIRST STREET, SANTA ANA, California 92705
(Current mailing address)

8. EQUIPMENT LEASING
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine
Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

D. F. Hickey
(Registered agent's signature) (Officer)
D. F. Hickey, Assistant Secretary
(Type Name and Title of Officer)

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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

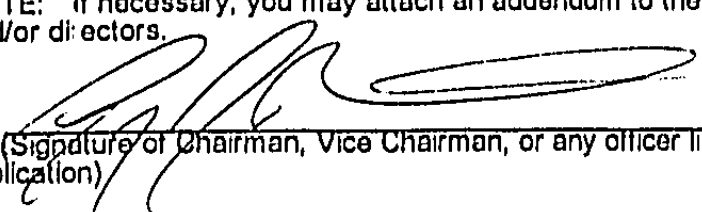
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Treasurer: _____

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.

GERRY RICCO, President

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

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**LIST OF OFFICERS AND DIRECTORS
OF
ROCKFORD INDUSTRIES, INC.**

OFFICERS

Name	Title	Address
Gerry Ricco	President	1851 East First St., Sixth Floor Santa Ana, CA 92705
Larry Hartmann	Exec. Vice President	1851 East First St., Sixth Floor Santa Ana, CA 92705
Brian Seigel	Exec. Vice President/ & Secretary	1851 East First St., Sixth Floor Santa Ana, CA 92705
Larry Davis	Vice President/Chief Financial Officer	1851 East First St., Sixth Floor Santa Ana, CA 92705
Clare Dellemann	Vice President	1851 East First St., Sixth Floor Santa Ana, CA 92705

DIRECTORS

Gerry Ricco	1851 East First St., Sixth Floor Santa Ana, CA 92705
Larry Hartmann	1851 East First St., Sixth Floor Santa Ana, CA 92705
Brian Seigel	1851 East First St., Sixth Floor Santa Ana, CA 92705

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the _____ 27th _____ day of _____ December _____, 19 84 _____,

ROCKFORD INDUSTRIES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
27th day of June 1995



Bill Jones
BILL JONES
Secretary of State

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