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C T CORPORATION SYSTEM
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Tallahassee, Florida 32301
City State Zip Phone
904-222-1092

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

CORPORATION(S) NAME

Phoenix Warehouse, Inc.

(X) Profit ( ) NonProfit ( ) Limited Liability Company	( ) Amendment	( ) Merger
(X) Foreign	( ) Dissolution/Withdrawal	( ) Mark
( ) Limited Partnership ( ) Reinstatement	( ) Annual Report ( ) Reservation	( ) Other ( ) Change of R.A. ( ) Fictitious Name
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CR2E031 (1-89)

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. Phoenix Warehouse, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. Nevada
(State or country under the law of which it is incorporated)

3. October 27, 1994 (Date of Incorporation)
4. Perpetual (Duration)

5. 68-0342931
(Federal Employer Identification number, if applicable)

6. Has not begun
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2401 Kerner Blvd., San Rafael, California 94901
(Current mailing address)

8. Equipment leasing and financing for the purpose of business
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street 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:

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B. Officers:

President: See attached list of officers

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

(if needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **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

11. **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.

C T Corporation System

Registered agent's signature: Naseem A. Conde

(Officer)

NASEEM A. CONDE

SPECIAL ASST. SECRETARY

(Typed Name and Title of Officer)

12. 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.

13. Cynthia E. Parks

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

Cynthia E. Parks, Secretary

14. CYNTHIA E. PARKS, SECRETARY

(Name and capacity of person signing application)

(FLA.-2189)

Phoenix Warehouse, Inc.

Directors -	Gus Constantin, Gary Martinez, Paritosh K. Choksi
Gus Constantin	President
Paritosh K. Choksi	Sr. V.P., Treas. & CFO
Bryant J. Tong	Sr. V.P., Financial Operations
Gary Martinez	Sr. Vice President
Howard Solovei	Vice President, Finance & Asst. Treas.
Cynthia E. Parks	Secretary
Susan D. Ackerman	Asst. Secretary

Each of the above referenced officers and directors have the same business address which is:

2401 Kerner Blvd.
San Rafael, CA 94901

SECRETARY OF STATE

STATE OF NEVADA

CERTIFICATE OF CORPORATE EXISTENCE
(EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **PHOENIX WAREHOUSE, INC.** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith, is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 13th day of October, 1995.

Dean Heller

Secretary of State

By [signature]

Certification Clerk

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