

# F96000000656

## TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PHH Auto Finance Corporation  
(Name of corporation - must include suffix)

300001710573  
-02/08/96--01070--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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:

Gerry Gager  
(Name of Person)  
PHH Auto Finance Corporation  
(Firm/Company)  
6000 Atrium Way  
(Address)  
Mt. Laurel, NJ 08054  
(City/State/Zip)

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

Gerry Gager at (609) 439-6376  
(Name of Person) (Area Code & Daytime Telephone Number)

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### COURIER ADDRESS:

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

### MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

PHH Mortgage  
Services

6000 Atrium Way  
Mt. Laurel, NJ 08054

PHH

February 5, 1996

Secretary of State  
Department of State, CN 308  
Division of Commercial Recording  
Trenton, NJ 08625-0308

Dear Sir or Madam:

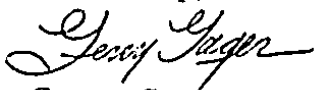
Enclosed is the completed Certificate of Authority application for PHH Auto Finance Corporation, along with the requisite fee and Certificate of Existence.

Upon approval, please send the filed document to:

Ms. Gerry Gager  
PHH Auto Finance Corporation  
6000 Atrium Way  
Mt. Laurel, NJ 08054

If you need additional information, please contact me at  
609-439-6376.

Sincerely,



Gerry Gager  
Compliance Department

Enclosures

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**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. PHH Auto Finance Corporation  
(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. Maryland  
(State or country under the law of which it is incorporated)
3. 52-1639956  
(FBI number, if applicable)
4. January 19, 1989  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon approval  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.135, F.S.))

7. 6000 Atrium Way  
Mt. Laurel, NJ 08054  
(Current mailing address)

8. To provide auto financing for the purchase and leasing of automobiles  
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Rd.

Plantation, FL 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.

C T CORPORATION SYSTEM

Domenic A. Borriello  
(Registered agent's signature)

Domenic A. Borriello, Assistant Secretary

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.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached list

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached list

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. Robert E. Groody  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert E. Groody, Vice President - Finance  
(Typed or printed name and capacity of person signing application)

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**PHH AUTO FINANCE CORPORATION  
SENIOR OFFICERS**

H. Robert Nagel (460-72-0494)  
President  
6000 Atrium Way  
Mt. Laurel, NJ 08054  
(609) 439-6540  
Home Address: 139 Booth Lane  
Haverford, PA 19041

Robert E. Groody (172-48-1710)  
6000 Atrium Way  
Mt. Laurel, NJ 08054  
(609) 439-6556  
Home Address: 3 Potsdam Court  
Glassboro, NJ 08028

Michael P. Gozdan (206-60-5332)  
Assistant Secretary, Counsel  
6000 Atrium Way  
Mt. Laurel, NJ 08054  
(609) 439-6742  
Home Address: 812 Dover Street  
Cherry Hill, NJ 08002

Anthony F. Muoio  
6000 Atrium Way  
Mt. Laurel, NJ 08054  
(609) 439-3478  
Home Address: 3 Sweetgum Court  
Medford, NJ 08055

Terence W. Edwards  
11333 McCormick Road  
Hunt Valley, MD 21031  
(410) 771-3770  
Home Address:

Samuel H. Wright  
11333 McCormick Road  
Hunt Valley, MD 21031  
(410) 771-2593  
Home Address: 2409 Bra-Marr Ave.  
Baltimore, MD 22128

Gordon W. Priest, Jr.  
11333 McCormick Road  
Hunt Valley, MD 21031  
(410) 771-2451  
Home Address:

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## PHH AUTO FINANCE CORPORATION

**Roy A. Meierhenry (505-52-8826)**

Senior Vice President and Chief Financial Officer, PHH Corporation

Home Address: 8 Chris Elliot Court, Hunt Valley, MD 21030

Home Phone: (410) 584-7822

Office Phone: (410) 771-2338

Business Address: 11333 McCormick Road, Hunt Valley, MD 21031

Date of Birth: 9/3/38

**H. Robert Nagel (460-72-0494)**

President, PHH Mortgage Services Corporation

Home Address: 139 Booth Lane, Haverford, PA 19041

Home Phone: (215) 649-5508

Office Phone: (609) 439-6540

Date of Birth: 9/10/43

**Samuel H. Wright (220-42-7010)**

Vice President, PHH Corporation

Home Address: 2409 Bra-Marr Avenue, Baltimore, MD 22128

Office Phone: (410) 771-2593

Date of Birth: 3/20/46

**Terry E. Kridler**

Home Address:

Home Phone:

Office Phone: (410) 771-2593

Date of Birth:

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# STATE OF MARYLAND

420998

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, NANCY GRUENINGER OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT PHH AUTO FINANCE CORPORATION IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 2ND DAY OF FEBRUARY, 1996.

*Nancy Grueninger*  
NANCY GRUENINGER  
ADMINISTRATIVE OFFICER