

Document Number Only

F96000003316

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

300001878813
06/28/96--01104--002
*****70.00 *****70.00

Western Star Finance, Inc

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DIVISION OF CORPORATIONS
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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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6/28/96

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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 TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Western Star Finance, 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. 35-1979785
(FEI number, if applicable)
4. March 28, 1996
(Date of incorporation)
5. Perpetual
(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 817.156, F.S.))
7. Ten Almaden Boulevard, Suite 500, San Jose, California 95113-2237
(Current mailing address)
8. Non-bank finance company which provides inventory or wholesale financing to dealers
of Western Star Trucks, Inc.
(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)

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

Naseem A. Conde
(Registered agent's signature) (Officer)

NASEEM A. CONDE
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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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: _____

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

WESTERN STAR FINANCE, INC.

Bank One Tower,
111 Monument Circle, Suite 300,
Indianapolis, IN 46204-5187
TIN: 35-1979785

Owned 100% by
NEWCOURT CREDIT GROUP USA INC.
Ten Almaden Boulevard, Suite 500, San Jose, CA 95113-2237
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

OFFICERS OF WESTERN STAR FINANCE, INC.

Name	Title(s)	SSN	Home Address	Business Address
Bradley D. Nullmeyer DOB: March 1, 1960	Executive Vice President	Canadian National SIN#: 462-731-076	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Bruce Smith DOB: May 31, 1959	Vice President	Canadian National SIN#: 465-060-390	34 Dulcroft Circle Unionville, Ontario Canada L3R 6K2	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
Christopher D. Murphy DOB: May 4, 1955	General Manager	Canadian National SIN#: 243-467-388	133 Sun Harbour Way, SE Calgary, Alberta Canada T2X 3C2	2076 Enterprise Way Kelowna, B.C. Canada V1Y 1H8
Daniel Albert Jauernig DOB: August 31, 1965	Treasurer	Canadian National SIN#: 472-938-562	117 Wilson Avenue North York, Ontario Canada M5M 3A2	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
James Coulter Johnson DOB: June 9, 1961	Secretary	Canadian National SIN#: 469-997-308	2039 Markle Drive Oakville, Ontario Canada L6H 3H6	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Jeff Fallowfield DOB: Not Available	Vice President	Canadian National SIN#: 467-507-257	7 Bannon Avenue Etobicoke, Ontario Canada M8X 1T6	181 Bay Street, Suite 3500 Toronto, Ontario Canada M5J 2T3
John P. Stevenson DOB: July 11, 1949	Assistant Secretary	Canadian National SIN#: 426-095-949	57 Spruce Street Toronto, Ontario Canada M5A 2H8	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Karl Nicholas Martitsch DOB: April 13, 1959	Assistant Secretary	071-66-4604	1391 Holt Avenue Los Altos, CA 94024	Ten Almaden Boulevard Suite 500 San Jose, CA 95113-2237
William M. Imrie DOB: November 11, 1954	Vice President	Canadian National SIN#: 450-143-672	20 Foxmeadow Road Etobicoke, Ontario Canada N0B 2K0	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3

WESTERN STAR FINANCE, INC.

Bank One Tower,
111 Monument Circle, Suite 300,
Indianapolis, IN 46204-5187
TIN: 35-1979785

Owned 100% by
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Ten Almaden Boulevard, Suite 500, San Jose, CA 95113-2237
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

DIRECTORS OF WESTERN STAR FINANCE, INC.

Directors are elected at the annual meeting of stockholders and each director shall serve until such person's successor is elected and qualified or until such person's death, retirement, resignation or removal.

Name	Title(s)	SSN	Home Address	Business Address
Bradley D. Nullmeyer DOB: March 1, 1960	Director	Canadian National SIN#: 462-731-076	54 Lascelles Boulevard Toronto, Ontario Canada M5T 2E1	181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Bradley D. Stam DOB: March 22, 1947	Director	538-44-6134	2767 Lakeridge Road Kelowna, B.C. Canada V1Z 1Y1	2076 Enterprise Way Kelowna, B.C. Canada V1Y 1H8
Dennis Kemmer DOB: October 27, 1947	Director	362-48-3285	1708 West 161st Street Westfield, IN 46074	Bank One Tower 111 Monument Circle, Ste 300 Indianapolis, IN 46204-5187
John A. Nelligan DOB: March 26, 1936	Director	Canadian National SIN#: 407-501-055	595 Yates Road, #304 Kelowna, B.C. Canada V1Y 7P9	2076 Enterprise Way Kelowna, B.C. Canada V1Y 1H8

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTERN STAR FINANCE, 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-FIFTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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