

1201 HAYN STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 094118 4800759

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : September 20, 1996

ORDER TIME : 1:15 PM

ORDER NO. : 094118

CUSTOMER NO: 4800759

900001957219

CUSTOMER: Lee A. Forlenza, Esq
Granoff Walker & Forlenza, P C
747 Third Avenue
7th Floor
New York, NY 10017

W96-20282

FOREIGN FILINGS

NAME: GEMINI CAPITAL CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

RECEIVED
26 SEP 25 PM 3:11
DIVISION OF CORPORATION

FILED
96 SEP 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

36-1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 25, 1996

CSC NETWORKS

SUBJECT: GEMINI CAPITAL CORPORATION
Ref. Number: W96000020282

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 296A0004420

RECEIVED
DIVISION OF CORPORATIONS
OCT-4 PM 2:09

Lee A. Forlenza, Secretary of Gemini Capital Corporation, a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 3rd day of October, 1996.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name Gemini Finance Company for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the same alternate name in the transaction of business in the State of Florida."

TER A. FORLENZA, Secretary

FILED
96 SEP 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. GEMINI CAPITAL 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. Delaware

(State or country under the law of which it is incorporated)

3. 13-3898117

(FEI number, if applicable)

4. June 20, 1996

(Date of Incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. The Corporation has not yet transacted business in Florida

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.153, F.S.))

7. 747 Third Avenue - Suite 4C

New York, New York 10017

(Current mailing address)

8. To engage in the business of both new and used automobile financing

(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Victor J. Smith

(Registered agent's signature)

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.

FILED
96 SEP 29 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Gary C. Granoff

Address: 2 Fir Drive

Grant Neck, New York 11024

Vice Chairman: Ellen M. Walker

Address: 28 Basketneck Lane

Remsenburg, New York 11960

Director: Lee A. Forlenza

Address: 420 East 54th Street - Apt. 14E

New York, New York 10022

Director: Stanley H. Wainstock

Address: 70 Fir Drive

Roslyn, New York 11766

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

President: Gary C. Granoff

Address: Same as above

Vice President: Ellen M. Walker

Address: Same as above

Secretary: Lee A. Forlenza

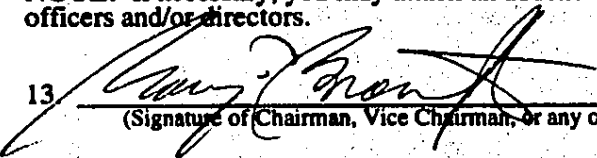
Address: Same as above

Treasurer: N/A

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. Gary C. Granoff, President

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

*See Addendum for additional director

**ADDENDUM TO QUESTION 12 FOR
GEMINI CAPITAL CORPORATION'S APPLICATION FOR
AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA**

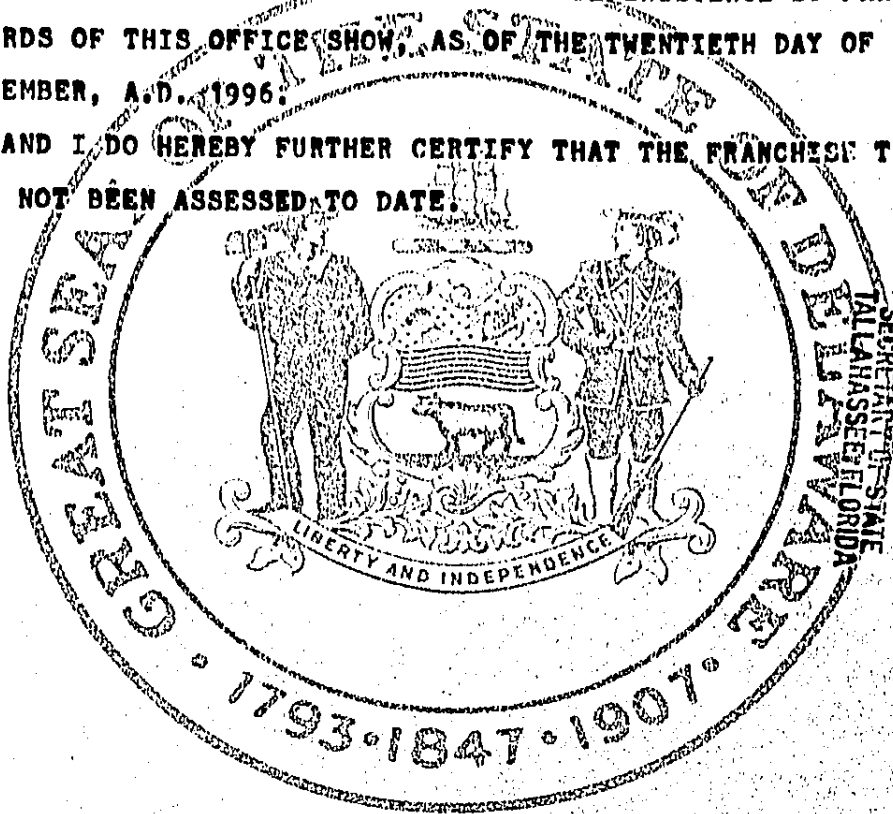
**12A. Steven C. Etra
Heather Hill
Brookville, New York 11545**

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GEMINI CAPITAL CORPORATION" 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 TWENTIETH DAY OF SEPTEMBER, A.D. 1996.

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



96 SEP 25 AM 9:24

FILED



Edward J. Freel

Edward J. Freel, Secretary of State

2635077 8300

960274001

AUTHENTICATION:

8113677

DATE:

09-20-96