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TALLAHASSEE, FL 32301-2607
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ACCOUNT NO. : 072100000032
REFERENCE : 117168 157716A
AUTHORIZATION : Patricia Pyzdek
COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1996

ORDER TIME : 10:33 AM

000001982020--8

ORDER NO. : 117168-025

CUSTOMER NO: 157716A

CUSTOMER: Jean M. Huguenel, Legal Asst
At&t Capital Corp.
44 Whippany Road

Morristown, NJ 07962

FOREIGN FILINGS

NAME: ANTIGUA FUNDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED
96 OCT 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28 10/21
RECEIVED
96 OCT 21 PM 3:32
DIVISION OF CORPORATION

**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. ANTIGUA FUNDING 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. 22-3462 924
(FEI number, if applicable)
4. July 17, 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 817.135, F.S.))
7. 44 Whippany Rd. Morristown, New Jersey 07962
(Current mailing address)
8. To engage in any lawful act or activity...
(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.

By: [Signature] ASSTVP
(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.

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Guy Hands

Address: Colne House 89 Kippington Rd. Sevenoaks Kent TW132LW, England

Director: Jeff Nash

Address: The Coach House, St. Matthews Rd. Ealing, London W53JT England

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

President: Guy Hands

Address: Colne House 89 Hippington Rd. Sevenoaks Kent TW132LW, England

Vice President: Jeff Nash

Address: The Coach House, St. Matthews Rd. Ealing, London W53JT England

Secretary: James Elton

Address: 44 Whippany Rd. Morristown, New Jersey 07962

Treasurer: Jeff Nash

Address: The Coach House, St. Matthews Rd. Ealing, London W53JT England

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. _____

James Elton, Vice-President & Secretary

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

56 OCT 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

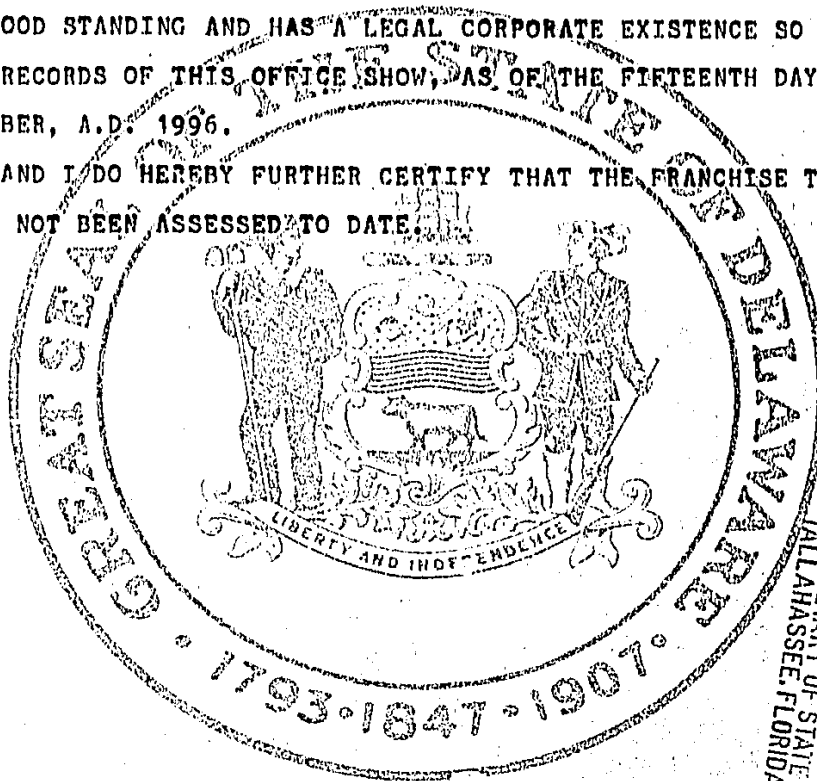
FILED

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 "ANTIQUA FUNDING 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 FIFTEENTH DAY OF OCTOBER, A.D. 1996.

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



FILED
96 OCT 21 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2644577 8300

960299325

AUTHENTICATION: 8146999

DATE: 10-15-96