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CORPORATION(S) NAME

World Dmai Auto Leasing, Inc.

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☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Amendment

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☐ Mark

☐ Limited Partnership

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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. World Omni Auto Leasing, 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. 65-0704308

(FEI number, if applicable)

4. November 1, 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. 120 NW 12th Avenue, Deerfield Beach, Florida 33442

(Current mailing address)

8. See attached purpose clause

(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

Barbara A. Burke

(Registered agent's signature) (Officer)

SPECIAL ASSISTANT 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: _____

Address: _____

Vice Chairman: _____

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. Jeffrey L. Hayman, Assistant Secretary

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

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
World Omni Auto Leasing, Inc.**

The purpose of the Corporation is to engage in only the following activities:

- (a) to act as settlor or grantor of one or more trusts (each a "Securitization Trust") formed pursuant to a trust agreement or other agreement for the purpose of acquiring beneficial interests in one or more other trusts (each an "Origination Trust") and the beneficial interests in which are "Origination Trust Interests"), which Origination Trust Interests represent beneficial interests in various retail closed-end lease contracts of motor vehicles, the related leased vehicles and other related rights and assets, which Securitization Trusts may issue notes ("Notes") and/or certificates ("Certificates") of beneficial interest in the assets of such Securitization Trust;
- (b) to acquire, own, hold, sell, transfer, convey, lease, sublease, dispose of, pledge, assign, borrow money against, finance, refinance, or otherwise deal with (including the borrowing of money to facilitate any of the activities listed above), publicly or privately and whether with unrelated third parties or with affiliated entities, Origination Trust Interests, including without limitation any special units of beneficial interest ("SUBIs") or undivided trust interests ("UTIs") created with respect to the Origination Trust, Notes and Certificates;
- (c) to loan or otherwise invest funds received as a result of the Corporation's interest in any Origination Trust Interests or Certificates and any other income, as determined by the Corporation's Board of Directors from time to time;
- (d) to enter into underwriting or other agreements in the nature of a revolving loan agreement with one or more financial institutions to whom the Corporation may sell Notes and/or Certificates representing fluctuating interests in the assets of trusts described above;
- (e) to hold, pledge, transfer or otherwise deal with Notes and/or Certificates, including Notes and/or Certificates representing a subordinated or residual interest in Receivables ("Subordinated Interests");
- (f) to loan or otherwise invest proceeds from Receivables, funds received in respect of Notes and/or Certificates or Subordinated Interests and any other income, as determined by the Corporation's Board of Directors; and
- (g) to engage in any lawful act of activity and to exercise any powers permitted to corporations organized under the General Corporation Law of the State of Delaware that are incidental to and necessary or convenient for the accomplishment of the foregoing purposes.

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
World Omni Auto Leasing, Inc.**

1. Lawrence S. Rich
100 NW 12th Avenue
Deerfield Beach, Florida 33442
2. Daryl P. Smith
100 NW 12th Avenue
Deerfield Beach, Florida 33442
3. A. Tucker Allen
100 NW 12th Avenue
Deerfield Beach, Florida 33442
4. Jeffrey B. Shapiro
801 Brickell Avenue, Suite 1501
Miami, Florida 33131
5. Christopher Wheeler
225 Glades Road, Suite 340-W
Boca Raton, Florida 33431

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
World Omni Auto Leasing, Inc.**

1. Daryl P. Smith, President
100 NW 12th Avenue
Deerfield Beach, Florida 33442
2. A. Tucker Allen, Vice President, Corporate Treasurer
100 NW 12th Avenue
Deerfield Beach, Florida 33442
3. Colin W. Brown, Executive Vice President and General Counsel
120 NW 12th Avenue
Deerfield Beach, Florida 33442
4. James Willoughby, Jr., Vice President/Asst. Secretary
1769 Paragon Drive
Memphis, Tennessee 38132
5. Alan J. Browdy, Vice President
100 NW 12th Avenue
Deerfield Beach, Florida 33442
6. Patrick C. Ossenbeck, Asst. Treasurer
100 NW 12th Avenue
Deerfield Beach, Florida 33442
7. Arthur J. Mirandi, Assistant Treasurer
100 NW 12th Avenue
Deerfield Beach, Florida 33442
8. Jeffrey L. Hayman, Asst. Secretary
100 NW 12th Avenue
Deerfield Beach, Florida 33442
9. Brick Andrew Toifel, Asst. Secretary
6150 Omni Park Drive
Mobile, Alabama 36609

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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 "WORLD OMNI AUTO LEASING, 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 SIXTH DAY OF NOVEMBER, A.D. 1996.

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

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Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

11-06-96