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Initial Licensing Bureau  
QUITE B... AND  
POT' B... AND  
DTH UN... FINITY  
LITTLE OK, AD 7820  
FAX (801) 864-8182

A FLETCHER  
MA B... HAW, FL  
V... resident

December 3, 1996

Secretary of State's Office  
Corporations Division  
409 E. Gaines  
Tallahassee, FL 32399

100002023761--5  
-12/09/96--01052--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Enclosed please find the necessary documents to qualify Newcourt Insurance Services, Inc. to do business in your state.

I trust this letter and the enclosed documents places them in compliance with your Statutes. However, if any further action is required, please do not hesitate to contact me.

Thank you for your consideration of this filing.

Sincerely,

Janet Lybrand

Janet Lybrand  
Initial Licensing Division

JL/dj

Enclosures

jg-4

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96 DEC -9 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

220

**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. Newcourt Insurance Services, 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. \_\_\_\_\_  
(FEI number, if applicable)
4. 09/13/96  
(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 607.1801, 607.1802, and 617.183, F.S.))
7. Bank One Tower, Ste. 300  
111 Monument Circle  
Indianapolis, IN 46204-5187  
(Current mailing address)
8. To function as an insurance agency.  
(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: Insurance Commissioner  
Office Address: Capitol  
Tallahassee, Florida, 32399-0300  
(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.*  
  
Insurance Commissioner  
(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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DEPT. 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: See attachment

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

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

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

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

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

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

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

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

President: See attachment

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

Vice President: \_\_\_\_\_

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

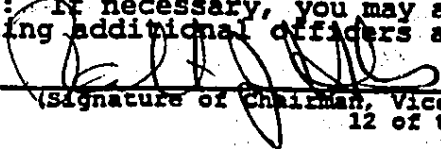
Secretary: \_\_\_\_\_

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. Robert J. Hicks, Vice President  
(Typed or printed name and capacity of person signing application)

**ATTACHMENT TO APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**Newcourt Insurance Services, Inc.**

**12. Names and addresses of officers and directors:**

**A. Officers**

<b>Name</b>	<b>Title(s)</b>	<b>Business Address</b>
Daniel Albert Jauernig	Senior Vice President, Treasurer	Newcourt Credit Group BCE Place 181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Robert J. Hicks	Vice President, Secretary	Newcourt Financial Services 111 Monument Circle, Suite 300 Indianapolis, IN 46204
Aziz A. Damji	Vice President (Insurance Services)	Newcourt Credit Group BCE Place 181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Melissa M. Milburn	Assistant Secretary	Newcourt Financial Services 111 Monument Circle, Suite 300 Indianapolis, IN 46204
Brian F. Winn	Assistant Secretary	856 Brompton Court Lawrenceville, GA 30244

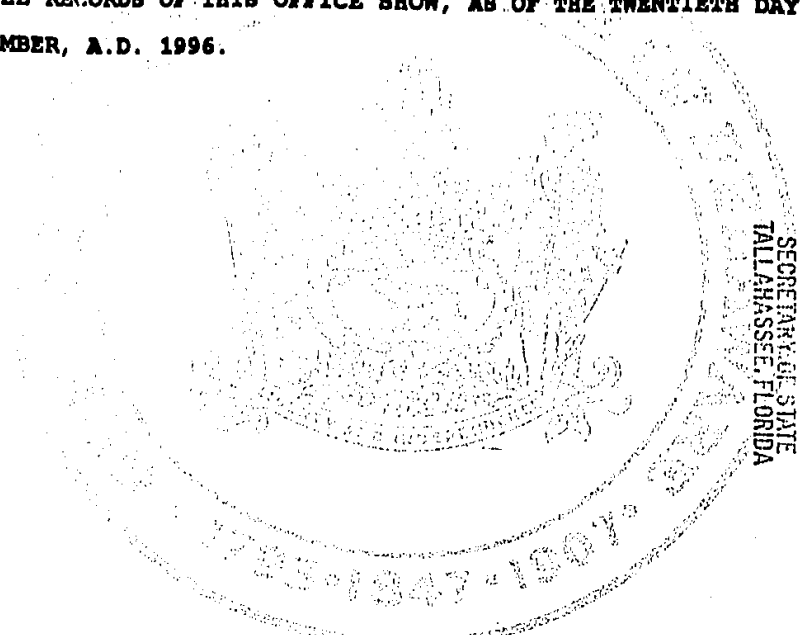
**B. Directors**

<b>Name</b>	<b>Business Address</b>
Daniel Albert Jauernig	Newcourt Credit Group BCE Place 181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3
Robert J. Hicks	Newcourt Financial Services 111 Monument Circle, Suite 300 Indianapolis, IN 46204
Aziz A. Damji	Newcourt Credit Group BCE Place 181 Bay Street, Suite 3500 Toronto, Ontario, Canada M5J 2T3

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 "NEWCOURT INSURANCE SERVICES, 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 TWENTIETH DAY OF NOVEMBER, A.D. 1996.



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Edward J. Freel, Secretary of State

AUTHENTICATION: 8202409  
DATE: 11-20-96