

Document Number Only

F970000006913

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

200002386132--9

-12/30/97-01065-026

*****70.00 *****70.00

Thomas Credit Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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W.P. Verifier

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THANKS, MELANIE ©

CR2E031 (1-89)

**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. THOMAS CREDIT 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. 35-2030198

(FEI number, if applicable)

4. August 5, 1997

(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. 2700 Bank One Tower, 111 Monument Circle, Indianapolis, Indiana

46204-5122

(Current mailing address)

8. Any activity in which a corporation may lawfully engage.

(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

[Signature]
(Registered agent's signature) (Officer)

Jeffrey R. Graves, Asst. Secy

(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: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Scott Moore

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott J. Moore, 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

**Directors of
THOMAS CREDIT CORPORATION**

1. James A. Misener
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122
2. Roger James Bennett
Newcourt Credit, 700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5212
3. Robert A. Price
Thomas Built Buses, Inc., P.O.Box 2450, 1408 Courtesy Road
High Point, North Carolina 27261
4. Frank S. Horsley
Thomas Built Buses, Inc., P.O.Box 2450, 1408 Courtesy Road
High Point,, North Carolina 27261
5. Gary Plumton
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122

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

**Officers of
THOMAS CREDIT CORPORATION**

1. Bradley D. Nullmeyer, Executive Vice President
Newcourt Credit Group, BCE Place, 181 Bay Street, Suite 3500
Toronto, Ontario, CANADA M5J 2T3
2. Michel Beland, Vice President; Chief Financial Officer
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122
3. James A. Misener, Senior Vice President
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122
4. Scott J. Moore, Vice President and Secretary
Newcourt Financial, 303 East Wacker Drive, Suite 900
Chicago, Illinois 60601-5212
5. Daniel A. Jauernig, Vice President and Treasurer
Newcourt Credit Group, BCE Place, 181 Bay Street, Suite 3500
Toronto, Ontario, CANADA M5J 2T3
6. Roger James Bennett, Vice President
Newcourt Credit, 700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122
7. Dennis J. Kemmer, Vice President and Assistant Secretary
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122
8. Scott E. Herbst, Assistant Vice President and Assistant Secretary
2700 Bank One Tower, 111 Monument Circle
Indianapolis, Indiana 46204-5122

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THOMAS CREDIT 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 TWELFTH DAY OF DECEMBER, A.D. 1997.

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

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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971426396

AUTHENTICATION:

8808054

DATE:

12-12-97