



THE UNITED STATES
CORPORATION
COMPANY

980000000200

ACCOUNT NO. : 072100000032

REFERENCE : 663894 4378663

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : January 9, 1998

ORDER TIME : 9:34 AM

ORDER NO. : 663894-005

4000002398124--0

CUSTOMER NO: 4378663

CUSTOMER: Ms. Sue Fenimore
Copelco Financial Services
700 East Gate Drive
P.O. Box 5404
Mt. Laurel, NJ 080545404

FOREIGN FILINGS

NAME: COPELCO ALLIANCES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 12:17

RECEIVED
98 JAN 13 AM 10:48
DIVISION OF CORPORATION

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Copelco Alliances, 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 3. 59-3482384
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/18/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 1/2/98
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 10199 Southside Blvd., Jacksonville, FL 32256
(Current mailing address)
8. Managing Leasing Operations
(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: 

(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.

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: _____

Director: _____
~~Vice Chairman:~~ _____

Address: _____ 700 East Gate Dr., Mt. Laurel, NJ 08054

Director: _____ John Hakemian

Address: _____ 335 Madison Avenue, New York, NY 10017

Director: _____ Tadayuki Seki

Address: _____ 335 Madison Avenue, New York, NY 10017

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

President: _____ Ian J. Berg

Address: _____ 700 East Gate Dr., Mt. Laurel, NJ 08054

Senior Vice President: _____ Lynda Jackson

Address: _____ 10199 Southside Blvd., Jacksonville, FL 32256

Secretary: _____ Spencer Lempert

Address: _____ 700 East Gate Dr., Mt. Laurel, NJ 08054

Treasurer: _____ John A. Cowell

Address: _____ 700 East Gate Dr., Mt. Laurel, NJ 08054

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.)

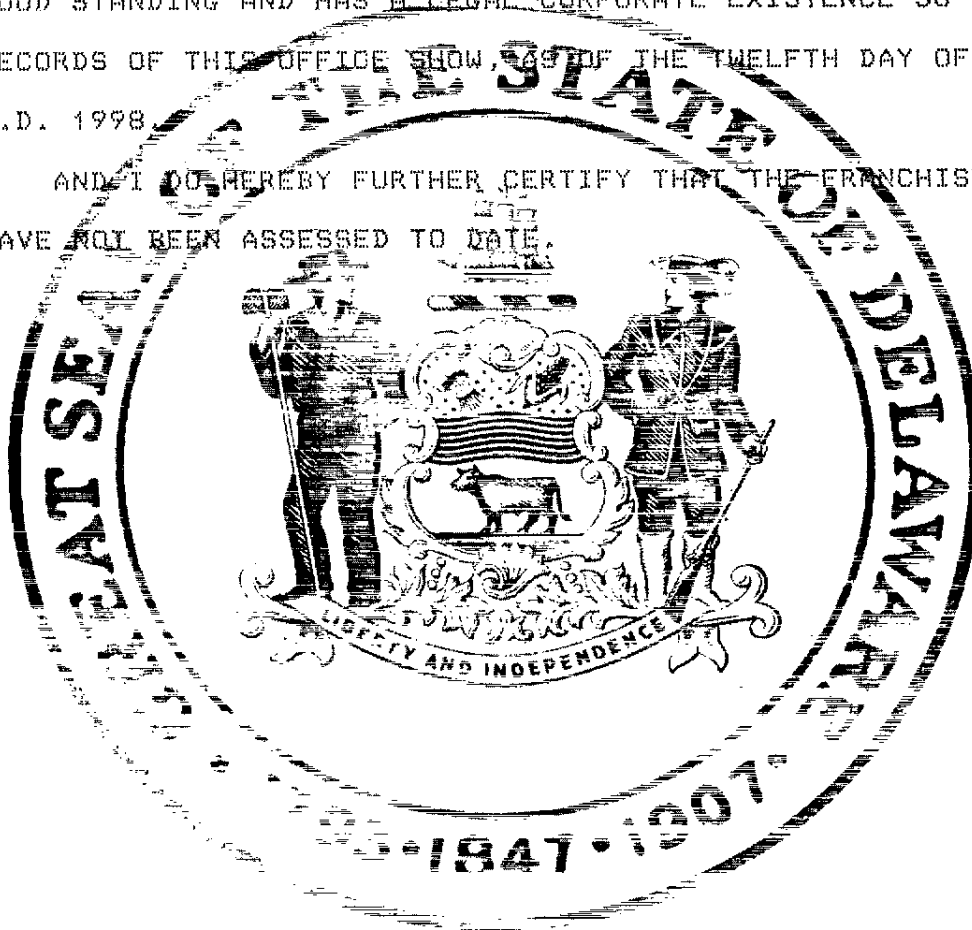
14. _____ Ian J. Berg, President
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 13 PM 12:17

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COPELCO ALLIANCES, 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 TWELFTH DAY OF JANUARY, A.D. 1998.

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



FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 JAN 13 PM 12:17



Edward J. Freel

Edward J. Freel, Secretary of State

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981012249

AUTHENTICATION:

DATE:

01-12-98