

F980000001268



ACCOUNT NO. : 072100000032

REFERENCE : 722123 4349059

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Poyak

ORDER DATE : February 26, 1998

ORDER TIME : 9:48 AM

ORDER NO. : 722123-010

200002442332--7

CUSTOMER NO: 4349059

CUSTOMER: Dawn Brindamour, Legal Asst
Textron Financial Corporation
40 Westminster Street
11th Floor
Providence, RI 02903

FOREIGN FILINGS

NAME: ASSET CONTROL SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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DIVISION OF CORPORATIONS
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mtm
3/5
RECEIVED
98 MAR 27 AM 9:58
DIVISION OF CORPORATIONS

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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. Asset Control 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 3. 05-0495952
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 18, 1997 5. perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 40 Westminster Street
Providence, RI 02903
(Current mailing address)
8. asset control services
(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)

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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: Karen B. Rozar
(Registered agent's signature)
Karen B. Rozar, Asst. Sec.
Corporation Service Company

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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

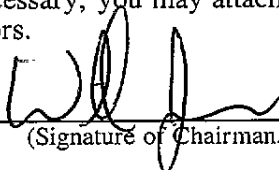
Address: _____

Treasurer: _____

Address: _____

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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. William J. Clegg, Assistant Secretary
(Typed or printed name and capacity of person signing application)

**Asset Control Services, Inc.
Officers**

Stephen A. Giliotti	President	40 Westminster Street Providence, RI 02903
Buell J. Carter	Senior Vice President - Operations	4550 No. Point Pkwy Suite 400 Alpharetta, GA 30022
Thomas J. Cullen	Senior Vice President and Chief Financial Officer	40 Westminster Street Providence, RI 02903
O. Lewis Humphrey	Senior Vice President and Chief Credit Officer	40 Westminster Street Providence, RI 02903
Dan R. McCullough	Senior Vice President, Operations and International	40 Westminster Street Providence, RI 02903
Elizabeth C. Perkins	Senior Vice President, General Counsel and Secretary	40 Westminster Street Providence, RI 02903
Andrew M. Chester	Vice President - Human Resources	40 Westminster Street Providence, RI 02903
David A. Raspallo	Vice President - Information Systems	40 Westminster Street Providence, RI 02903
Guy A. Whiteman	Vice President and Division Manager	11669 Phillips Hwy Jacksonville, FL 32256
David Wisen	Vice President and Treasurer	40 Westminster Street Providence, RI 02903
William J. Clegg	Assistant Secretary	40 Westminster Street Providence, RI 02903
Sharon E. Selk	Assistant Secretary	4550 No. Point Pkwy Suite 400 Alpharetta, GA 30022
Steven M. Schott	Assistant Secretary	4550 No. Point Pkwy Suite 400 Alpharetta, GA 30022

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Asset Control Services, Inc.
Directors

Stephen A. Giliotti

40 Westminster Street
Providence, RI 02903

Dan R. McCullough

40 Westminster Street
Providence, RI 02903

Elizabeth C. Perkins

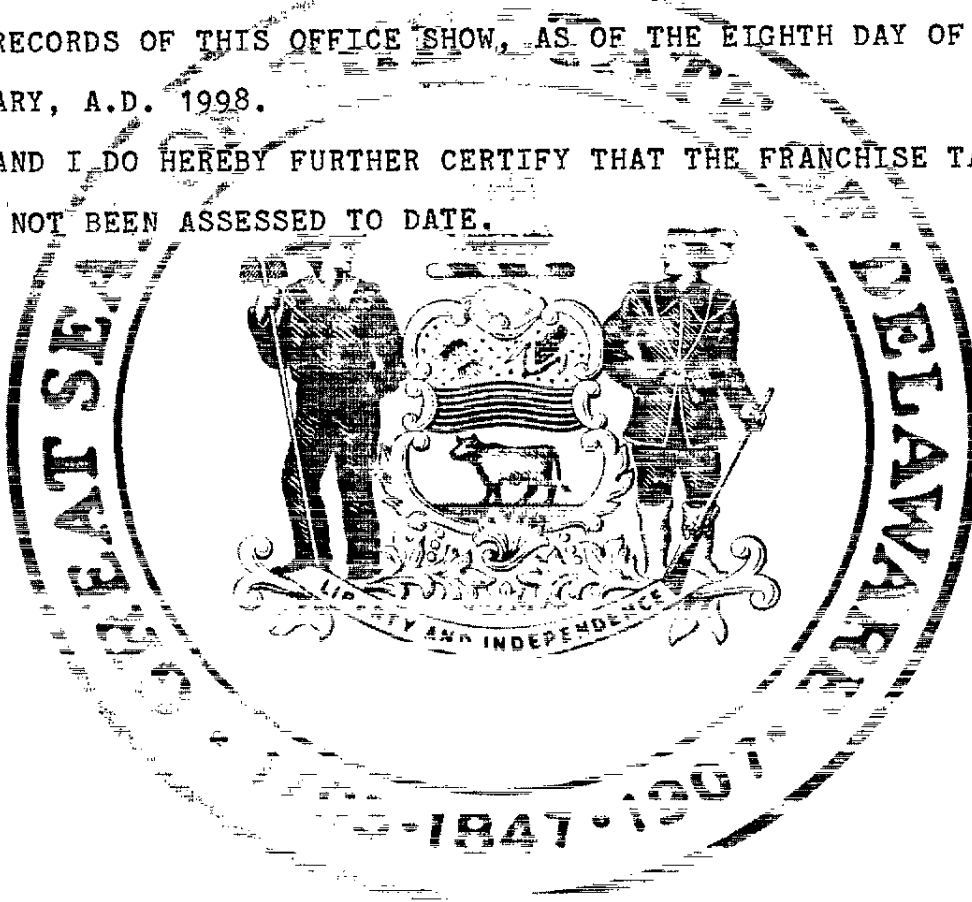
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Providence, RI 02903

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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 "ASSET CONTROL 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 EIGHTH DAY OF JANUARY, A.D. 1998.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8854710

DATE: 01-08-98