

Law Offices of

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March 30, 1998

VIA OVERNIGHT EXPRESS

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Freta Lott

RE: REPUBLIC LEASING CORPORATION

Dear Ms. Lott:

Enclosed please find the following documents:

1. Application By Foreign Corporation For Authorization To Transact Business In Florida.
2. Certificate of Good Standing from the State of Minnesota-Secretary of State, dated March 27, 1998, and
3. Our Law Firms Check in the amount of \$78.75, representing the \$70.00 registration fee and \$8.75 for a certificate of status.

Additionally, please find a return prepaid overnight express envelope to assist in expediting same. As we discussed, we need the letter of acknowledgement for a hearing scheduled for Friday, April 3, 1998, and greatly appreciate your assistance in this matter.

Should you have any questions with regard to the above, the enclosed, or any other matter please do not hesitate to call me or Peter Sandberg at (305) 891-5858. Thanking you in advance for your cooperation with regard to this matter, I remain

Very truly yours,

LAW OFFICES OF
POMERANZ & LANDSMAN

Mark L. Pomeranz, Esq.
For the Firm

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAR 31 PM 1:36

FILED

4/3/98

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*****78.75 *****78.75

enclosures

**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:**

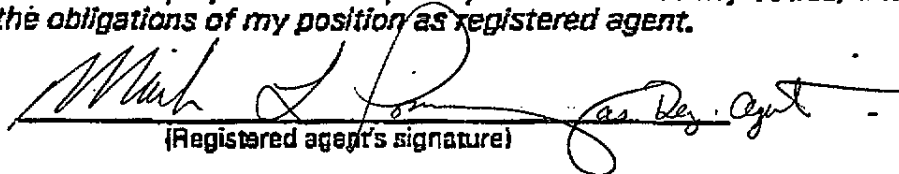
1. REPUBLIC LEASING CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. MINNESOTA 3. 41-0940841
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. FEBRUARY 20, 1968 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. JANUARY, 15, 1998 *
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. 5353 WAYZATA BLVD., SUITE 506
MINNEAPOLIS, MINNESOTA 55416
(Current mailing address)
8. GENERAL BUSINESS PURPOSES
(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: MARK L. POMERANZ
Office Address: 12955 BISCAYNE BLVD., SUITE 202
NORTH MIAMI, Florida, 33181
(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.


(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: RUDY LUTHER (DECEASED)

Address: _____

Vice Chairman: _____

Address: _____

Director: RUDY LUTHER (DECEASED)

Address: _____

Director: OWEN ANTHONY PARR

Address: 15815 15TH PLACE N, PLYMOUTH MN 55447

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

President: OWEN ANTHONY PARR

Address: 15815 15TH PLACE N PLYMOUTH MN 55447

Vice President: Theodore Gruidl (GRUIDL)

Address: 4000 ZANZIGAR LN PLYMOUTH MN 55446

Secretary: Barbara Hilbert

Address: 4809 ELLIOT AVE S. MINNEAPOLIS MN 55417

Treasurer: RUDY DAN LUTHER

Address: 72 WOODLAND CIRCLE EDINA MN 55436

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

13. Owen K. Parr

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

14. OWEN ANTHONY PARR

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

State of Minnesota

SECRETARY OF STATE

FILED
90 MAR 31 PM 1:36
TALLAHASSEE, FLORIDA

Certificate of Good Standing

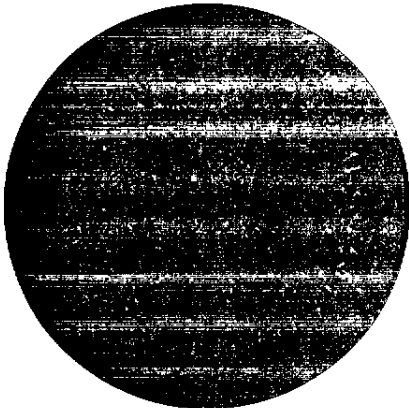
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Republic Leasing Corporation

Date Formed: 02/20/1968

Chapter Governed By: 302A

This certificate has been issued on 03/27/98.



Joan Anderson Grove
Secretary of State.