

F980000002031

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Creative Leasing of Delaware, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Marc L. Rubenstein

(Name of Person)

Creative Leasing Limited

(Firm/Company)

441 South Maple Drive

(Address)

Beverly Hills, California 90212

(City/State/Zip)

000002484130-6
04/09/98-01071-001
*****78.75 *****78.75

Should you need to call someone concerning this matter, please call:

Marc L. Rubenstein

(Name of Person)

at (310) 248 2426

(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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CREATIVE LEASING LIMITED
441 SOUTH MAPLE DRIVE
BEVERLY HILLS, CALIFORNIA 90212
PHONE: 310 248 2426 FAX: 310 777 5238

April 7, 1998

TO: Lee Rivers

FROM: Marc L. Rubenstein

Please find enclosed the application for status to transact business in Florida.

We have enclosed an airbill for return of our certificate using UPS, if this is not possible the following is our American Express Number to use instead:

3731 965 916 62023 exp 8/98

which can be used with Federal Express.

Thank you for your kind attention.

Sincerely,


Marc L. Rubenstein

CREATIVE LEASING LIMITED
10300 SUNSET DRIVE, SUITE 305
MIAMI, FLORIDA 33173

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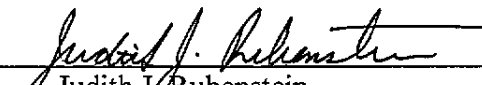
April 7, 1998

I, Judith J. Rubenstein, Secretary of Creative Leasing Limited, a corporation, and keeper of its records and corporate seal, do hereby certify that the following is a true and correct copy of a resolution duly adopted at a special meeting of the Board of Directors of said corporation duly convened in accordance with the by-laws on the 7th day of April 1998

RESOLVED: That Arnold M. Rubenstein the President of this corporation be and is hereby authorized for and on behalf of this corporation to register this corporation to do business in the State of Florida using the name CREATIVE LEASING OF DELAWARE, INC.

I, Judith J. Rubenstein, do hereby certify that I am the duly elected and qualified secretary and custodian of the records and corporate seal of CREATIVE LEASING LIMITED, a corporation organized and existing under and by virtue of the laws of the state of Delaware: That the foregoing is a true and correct copy of a certain resolution duly adopted in accordance with the law and by-laws of said corporation at a Board of Directors of said corporation convened and held at 441 South Maple Drive, Beverly Hills, California 90212 on April 7, 1998, at which meeting a quorum was present, and that such resolution is now in full force and effect, and is duly recorded in the minutes of said meeting.

IN WITNESS WHEREOF, I have affixed my name as Secretary and caused the seal of said corporation to hereunto affixed this 7th day of April 1998



Judith J. Rubenstein
Secretary

**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.*

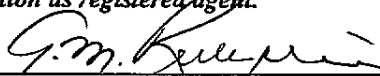
1. Creative Leasing of Delaware, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/18 97 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. no business transacted as yet
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 10300 Sunset Drive, Suite 305, Miami, Florida 33173

(Current mailing address)
8. Business Equipment Leasing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Arnold M. Rubenstein
- Office Address: 10300 Sunset Drive, Suite 305
Miami, Florida, 33173
(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.



(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: Arnold M. Rubenstein

Address: 10300 Sunset Drive, Suite 305
Miami, Florida 33173

Vice Chairman: _____

Address: _____

Director: Judith J. Rubenstein

Address: 10300 Sunset Drive, Suite 305
Miami, Florida 33173

Director: _____

Address: _____

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

President: Arnold M. Rubenstein

Address: 10300 Sunset Drive, Suite 305
Miami, Florida 33173

Vice President: Marc L. Rubenstein

Address: 441 South Maple Drive,
Beverly Hills, California 90212

Secretary: Judith J. Rubenstein

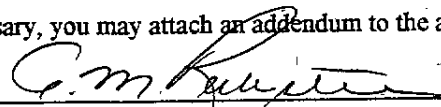
Address: 10300 Sunset Drive, Suite 305
Miami, Florida 33173

Treasurer: Judith J. Rubenstein

Address: same as above

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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)

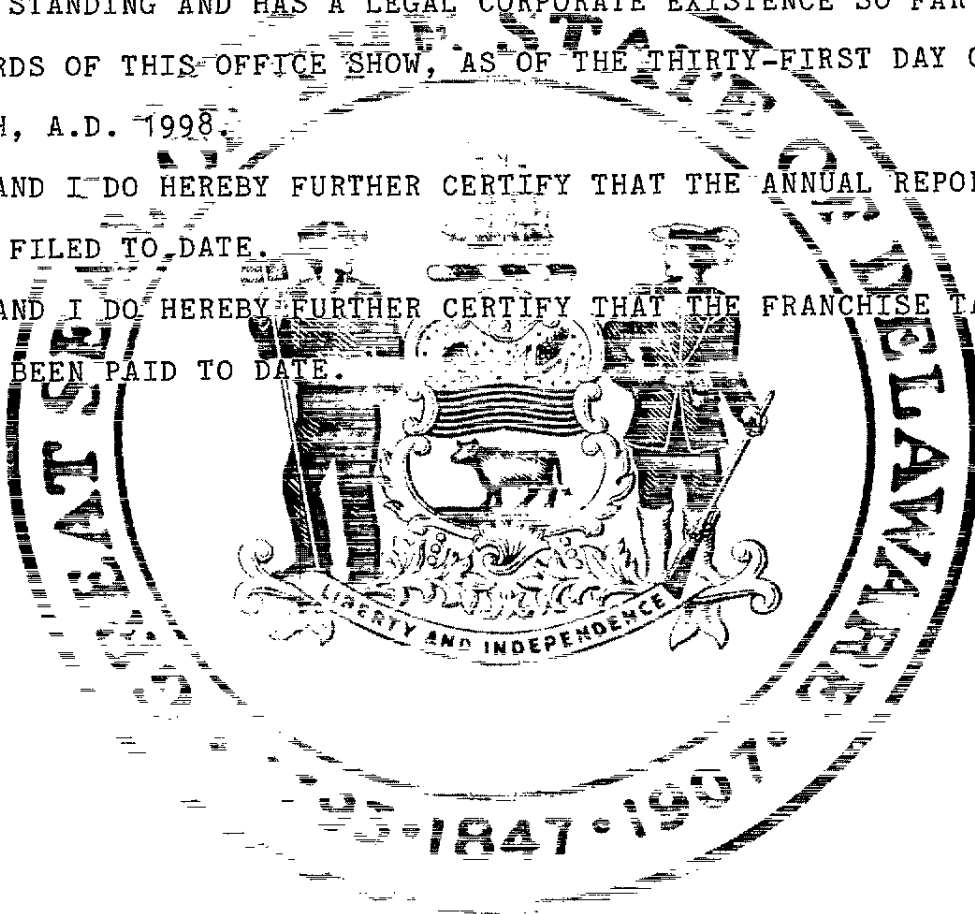
14. Arnold M. Rubenstein, President/Chairman
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CREATIVE LEASING LIMITED" 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 THIRTY-FIRST DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9003312

DATE:

03-31-98