

SunTrust Banks, Inc.
Post Office Box 4418
Atlanta, GA 30302-4418
Tel (404) 588-8522
Fax (404) 581-1664

Margaret U. Hodgson
Vice President
Senior Attorney

SUNTRUST

F98000003397

June 1, 1998

SENT VIA OVERNIGHT DELIVERY

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

Re: Application for STSC Leasing Corporation to Qualify to do Business in Florida

Dear Sir or Madam:

Please find enclosed the following items constituting an application for STSC Leasing Corporation to qualify to do business in Florida:

1. Transmittal Letter;
2. Originally signed Application;
3. Check in the amount of \$70.00 for the filing fee; and
4. Original Certificate of Existence for STSC Leasing Corporation.

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-06/15/98--01107--001
*****70.00 *****70.00

Please send any correspondence regarding this matter to me at the above address. If you have any questions, please feel free to call. Thank you for your assistance.

Sincerely,

Margy Hodgson

Margaret U. Hodgson

MUH/pcb
Enclosures
Copies to: Bob Petty
Leonard Allen

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 AM 9:44

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: STSC Leasing Corporation
(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:

Margaret U. Hodgson
(Name of Person)

SunTrust Banks, Inc.
(Firm/Company)

303 Peachtree Street, N.E., 30th Floor, MC643
(Address)

Atlanta, Georgia 30308
(City/State/Zip)

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

Margaret U. Hodgson at (404) 588-8522
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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


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. STSC 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. Georgia
(State or country under the law of which it is incorporated)
3. 58-2392664
(FEI number, if applicable)
4. 5/19/98
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business has been transacted in Florida yet.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 250 Piedmont Avenue, Mail Code 4023
Atlanta, Georgia 30308
(Current mailing address)
8. To engage in leasing activities to affiliates
(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 acceptable)
Name: Janet C. Thorpe
Office Address: 200 S. Orange Avenue
Orlando, Florida, 32801
(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.

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NOT

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 Attachment A.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Attachment B.

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

14. Michael S. Hartness Michael S. Hartness
(Typed or printed name and capacity of person signing application)

Attachment A

Chairman: John W. Spiegel
Address: 303 Peachtree Street, NE
Mail Code 645
Atlanta, GA 30308

Director: John W. Clay, Jr.
Address: 201 Fourth Avenue North
Nashville, TN 37244

Director: Robert H. Coords
Address: 501 E. Las Olas Blvd.
Ft. Lauderdale, FL 33301

Director: Theodore J. Hoepner
Address: 200 South Orange Avenue
Mail Code 1065
Orlando, FL 32801

Director: Robert R. Long
Address: 25 Park Place, NE
Mail Code 445
Atlanta, GA 30303

Director: Robert C. Whitehead
Address: 250 Piedmont Avenue
21st Floor
Atlanta, GA 30308

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Attachment B

President and CEO: Robert C. Whitehead
Address: 250 Piedmont Avenue
21st Floor
Atlanta, GA 30308

Executive Vice President: Michael S. Hartness
Address: 250 Piedmont Avenue
21st Floor
Atlanta, GA 30308

Vice President: Daniel J. Stephens
Address: 250 Piedmont Avenue
16th Floor
Atlanta, GA 30308

Vice President: Janet P. Sammons
Address: 303 Peachtree Street, NE
Mail Code 633
Atlanta, GA 30308

Vice President: Jorge Arrieta
Address: 303 Peachtree Street, NE
Mail Code 632
Atlanta, GA 30308

Vice President: Ronald K. Rueve
Address: 303 Peachtree Street, N.E
Mail Code 633
Atlanta, GA 30308

Vice President: Harold P. Bitler
Address: 303 Peachtree Street, NE
Mail Code 645
Atlanta, GA 30308

Secretary: Jamie L. Justice
Address: 250 Piedmont Avenue
21st Floor
Atlanta, GA 30308

Treasurer: Robert C. Petty
Address: 250 Piedmont Avenue
21st Floor
Atlanta, GA 30308

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Secretary of State

Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr., Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981530237
CONTROL NUMBER : 9819353
DATE INC/AUTH/FILED: 05/19/1998
JURISDICTION : GEORGIA
PRINT DATE : 06/02/1998
FORM NUMBER : 211

MARGARET HODSON
P.O. BOX 4418 MAIL CODE 643
ATLANTA GA 30302-4418

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CERTIFICATE OF EXISTENCE

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

STSC LEASING CORPORATION A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation, or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up, or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

