

Document Number Only

F98000005012

C T Corporation System.

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

900002632389--0

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*****70.00 *****70.00

CORPORATION(S) NAME

Bombardier Capital CF Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of P.A.

☐ Fictitious Name

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ After 4:30

☒ Pick Up

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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DIVISION OF CORPORATIONS
TALLAHASSEE
FLORIDA
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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. Bombardier Capital CF 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

(State or country under the law of which it is incorporated)

3. Applied For

(FEI number, if applicable)

4. August 25, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 08/28/98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

1600 Mountain View Drive, Colchester, VT 05446

7. P.O. Box 854

Colchester, Vermont 05446

(Current mailing address)

8. Please see attached.

(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: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

EDWARD GWISDALLA

Assistant Vice President

(Type Name and Title of Officer)

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TALLAHASSEE FLORIDA

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:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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TALLAHASSEE FLORIDA

Treasurer: _____

Address: _____

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

13. J. O'Neill
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jean O'Neill, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

PURPOSES OF CORPORATION

The nature of business or purposes to be conducted or promoted by the Corporation is to:

(a) acquire from time to time any or all right, title and interest in, to and under certain consumer finance related receivables owned by Bombardier Capital Inc. (or by any Affiliate or wholly-owned subsidiary of Bombardier Capital Inc.) from time to time in its ordinary course of business, monies due thereunder, any related fees and charges, security interests in the goods or merchandise, if any, financed thereby, and any related rights (collectively, "Receivables");

(b) purchase, acquire, own, hold, service, sell, assign, pledge and otherwise deal with the Receivables, collateral securing the Receivables and any proceeds or further rights associated with any of the foregoing;

(c) manage and service the Receivables pursuant to one or more servicing agreements or other agreements (the "Agreements") to be entered into by and among, among others, the Corporation, and any entity acting as servicer or sub-servicer of the Receivables;

(d) enter into interest rate swap, hedge and similar agreements directly related to the activities enumerated herein;

(d) incur the following types of indebtedness: (A) in connection with the sale or financing of Receivables to any third-party purchaser or lender, (B) any indebtedness to Bombardier Capital Inc. or any Affiliate thereof incurred in connection with the acquisition of Receivables, which indebtedness to Bombardier Capital Inc. or such Affiliate shall be subordinated to all other obligations of the Corporation, (C) any trade payables incurred in the ordinary cause of its business and (D) any indebtedness incurred in connection with the entry by the Corporation into interest rate swap, hedge or similar agreements;

(e) conduct any business activities or enter into transactions directly related to or incidental to its ownership of the Receivables and the purposes set forth above; and

(f) engage in any activity and to exercise any powers permitted to the Corporation under the laws of the State of Delaware that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

Street address for each: 1600 Mountain View Drive
Colchester, VT 05446

OFFICERS OF BOMBARDIER CAPITAL CF INC.

Pierre-Andre Roy
President
P.O. Box 854
Colchester, VT 05446

Blaine H. Filthaut
Vice President, Treasurer
P.O. Box 854
Colchester, VT 05446

R. William Crowe
Vice President, Secretary
P.O. Box 854
Colchester, VT 05446

Frank C. Killackey
Vice President, Controller
P.O. Box 854
Colchester, VT 05446

William P. Brady
Vice President
P.O. Box 854
Colchester, VT 05446

Jean C. O'Neill
Assistant Secretary
P.O. Box 854
Colchester, VT 05446

James Dolan
Assistant Treasurer
P.O. Box 854
Colchester, VT 05446

Andrew Baranowsky
Assistant Treasurer
P.O. Box 854
Colchester, VT 05446

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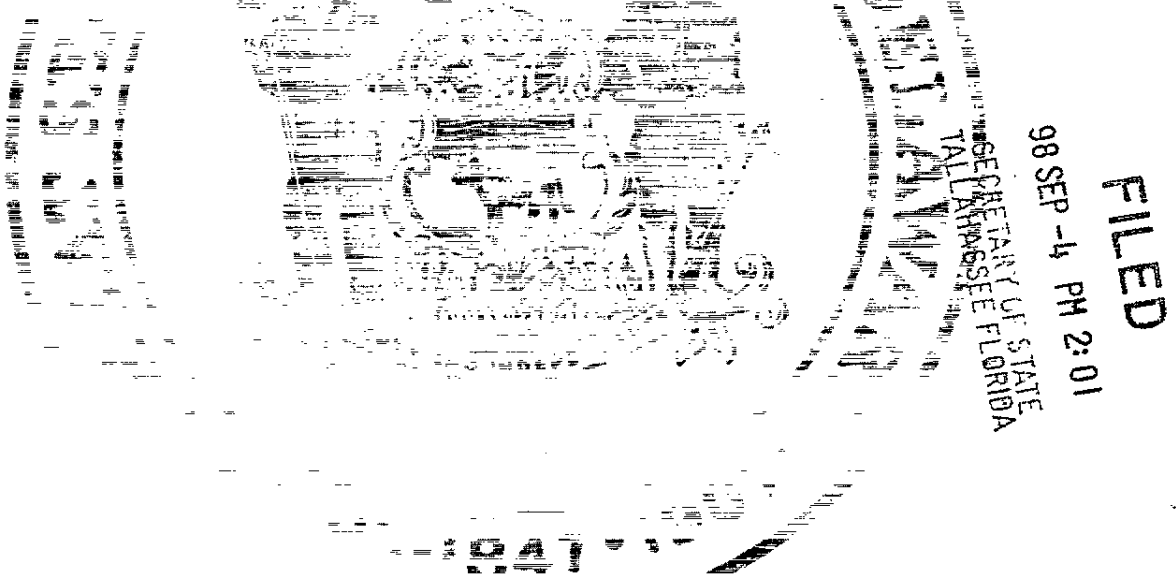
Kevin P. Burns
25 West 43rd Street
Suite 704
New York, NY 10036

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOMBARDIER CAPITAL CF 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 TWENTY-SIXTH DAY OF AUGUST, 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
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9272789

DATE:

08-26-98