



THE UNITED STATES
CORPORATION
COMPANY

F98000006484

ACCOUNT NO. : 072100000032

REFERENCE : 030020 4311859

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 70.000

ORDER DATE : November 12, 1998

ORDER TIME : 12:39 PM

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ORDER NO. : 030020-005

CUSTOMER NO: 4311859

CUSTOMER: Shawn Bannister, Legal Asst
Haythe & Curley
237 Park Ave.
20th Floor
New York, NY 10017-3142

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DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: TOUAX CONTAINER LEASE
RECEIVABLES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

FILED
98 NOV 30 PM 1:35
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9/11/98

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. Touax Container Lease Receivables 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. Delaware

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

3. 22-3588607

(FEI number, if applicable)

4. June 3, 1998

(Date of Incorporation)

5. Perpetual

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

6. 12/98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

c/o Gold Container Corporation

7. 2137 Jacksonville Street

Fort Myers, Florida 33931

(Current mailing address)

8.

Limited Purpose

(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)

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.

Corporation Service Company

By: Vicki Schreiber, Asst. V.P.

(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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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: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: Justine M. Clark

Address: 237 Park Avenue, 20th Floor

New York, New York 10017

Director: Shawn Bannister

Address: 237 Park Avenue, 20th Floor

New York, New York 10017

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

President: Justine M. Clark

Address: 237 Park Avenue, 20th Floor

New York, New York 10017

Vice President: N/A

Address: _____

Assistant Secretary: Shawn Bannister

Address: 237 Park Avenue, 20th Floor

New York, New York 10017

Treasurer: N/A

Address: _____

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. _____

Justine M. Clark, President

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

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOUAX CONTAINER LEASE RECEIVABLES CORPORATION" 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-FIFTH DAY OF NOVEMBER, 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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11-25-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: