

F980000006745

CT CORPORATION SYSTEM

2 Oliver Street December 3, 1998

Boston, MA 02109

Tel. 617 482 4006

Fax 617 482 2795

VIA: Federal Express

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-12/04/98--01089--005
*****70.00 *****70.00

RE: Bombardier Capital Florida Inc.
Order #: 1514604

0398-27217

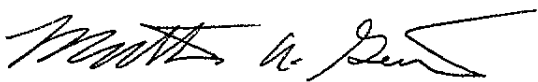
Dear Sir or Madam:

As requested by counsel, we enclose for filing an original and copy of an Application by Foreign Corporation for Authorization to Transact Business and an Application for Registration of Fictitious Name on behalf of the above named company, together with funds in payment of the required fees for both filings, certified copies and a status certificate. These documents should be filed upon receipt.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll free number: 1-800-225-2034.

Very truly yours,



Matthew A. Gerritsen
Assoc. Customer Specialist

Enclosures

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 7, 1998

MATTHEW A. GERRITSEN
CT CORPORATION SYSTEM
2 OLIVER ST.
BOSTON, MA 02109

SUBJECT: BOMBARDIER CAPITAL FLORIDA INC.
Ref. Number: W98000027217

We have received your document for BOMBARDIER CAPITAL FLORIDA INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt
Document Examiner

Letter Number: 598A00057601

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**BOMBARDIER
CAPITAL**

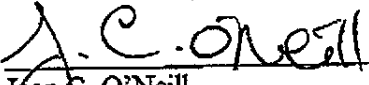
Bombardier Capital Inc.
P.O. Box 991, 1600 Mountain View Drive
Colchester, VT 05446 United States
Telephone 1 (800) 949-2393
Fax 1 (802) 654-8433
<http://www.capital.bombardier.com>

Legal Department

CONSENT TO BOMBARDIER CAPITAL FLORIDA INC.
AS AN AFFILIATE


Bombardier Capital Inc., a corporation formed under the laws of Delaware hereby states that Bombardier Capital Florida Inc. is an affiliate of Bombardier Capital Inc.

Bombardier Capital Inc.:


Jean C. O'Neill
Assistant Secretary

Attested:

Bombardier Capital Inc.


Elizabeth Mullikin Drake
Assistant Secretary

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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 Florida 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. 59-3540914
(FEI number, if applicable)

4. October 28, 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 12735 Gran Bay Pkwy. West, Jacksonville, Florida 32258
(Current mailing address)

8. See attached purpose clause
(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.

SALVINA AMENTA-GRAY
(Registered agent's signature) (Officer)
SPECIAL ASSISTANT SECRETARY

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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: _____

Address: _____

Vice Chairman: _____

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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Treasurer: _____

Address: _____

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

13. Elizabeth Mullikin Drake
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Elizabeth Mullikin Drake, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Directors of
Bombardier Capital Florida Inc.**

1. Pierre-Andre Roy
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
2. Blaine H. Filthaut
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
3. R. William Crowe
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
4. Francis Christopher Killackey
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
5. Helen C. Rowan
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Bombardier Capital Florida Inc.**

1. Pierre-Andre Roy, President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
2. Blaine H. Filthaut, Vice President, Treasurer
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
3. R. William Crowe, Vice President, Secretary
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
4. Francis Christopher Killackey, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
5. Helen C. Rowan, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
6. Paul E. McElroy, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
7. Daniel J. Bialon, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
8. M. Donald Bochette, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
9. Denis Choquette, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
10. Gregory L. Giesen, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
11. Ronald G. Peace, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
12. Alphie L. Sorheim, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258

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Appendix to Application by Fgn. Corp. for Authorization to Transact Business in Florida (cont)

13. Cynthia P. Runnion, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
14. Dennis K. Schneider, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
15. Richard Patrick Sloan, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
16. Joseph Francis Keirnan, Vice President
12735 Gran Bay Pkwy. West
Jacksonville, Florida 32258
17. Elizabeth Mullikin Drake, Assistant Secretary
1600 Mountain View Drive
Colchester, Vermont 05446
18. Jean C. O'Neill, Assistant Secretary
1600 Mountain View Drive
Colchester, Vermont 05446
19. Andrew Baranowsky, Assistant Treasurer
1600 Mountain View Drive
Colchester, Vermont 05446
20. James Dolan, Assistant Treasurer
1600 Mountain View Drive
Jacksonville, Colchester 05446

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State of Delaware
Office of the Secretary of State

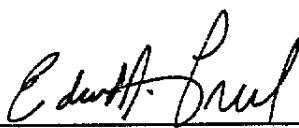
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOMBARDIER CAPITAL FLORIDA 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 SECOND DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9434848

DATE: 12-02-98