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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002771660--4

~~02/10/99 01061-015~~

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Wajax Finance, Inc.

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Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

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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. Wajax Finance, 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. not avail  
(State or country under the law of which it is incorporated) (FEI number, if applicable)  
December 8, 1998

4. \_\_\_\_\_ 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

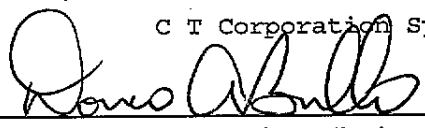
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 1209 Orange Street, Wilmington, Delaware 19801  
(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.*

C T Corporation System  
  
\_\_\_\_\_  
(Registered agent's signature) (Officer)  
**DOMENICO A. BORRIELLO**  
Assistant Vice President  
\_\_\_\_\_  
(Type Name and Title of Officer)

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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: 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: \_\_\_\_\_  
\_\_\_\_\_

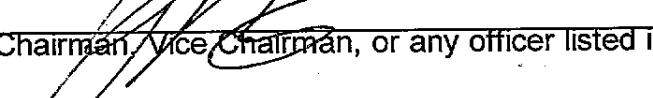
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Treasurer: \_\_\_\_\_

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. John P. Stevenson, 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

**Purpose Clause of  
Wajax Finance, Inc.**

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The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under Delaware Law and equipment leasing.

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**WAJAX FINANCE, INC.  
DIRECTORS AND OFFICERS LIST**

David F. Banks	Director, Chairman	BCE Place, Suite 3500 Toronto, Ontario Canada M5J 2T3
W. Michael Imrie	Director, Senior Vice President	BCE Place, Suite 3500 Toronto, Ontario Canada M5J 2T3
Daniel A. Jauernig	Vice President/Chief Financial Officer	2 Gatehall Drive Parsippany, NJ 07054
Bradley D. Nullmeyer	Director/President	2 Gatehall Drive Parsippany, NJ 07054
Scott T. McCaw	Director	BCE Place, Suite 3500 Toronto, Ontario Canada M5J 2T3
James M. Burns	Director	BCE Place, Suite 3500 Toronto, Ontario Canada M5J 2T3
Scott J. Moore	Senior Vice President, Legal And General Counsel	2 Gatehall Drive Parsippany, NJ 07054
John P. Stevenson	Assistant Secretary	BCE Place, Suite 3500 Toronto, Ontario Canada M5J 2T3

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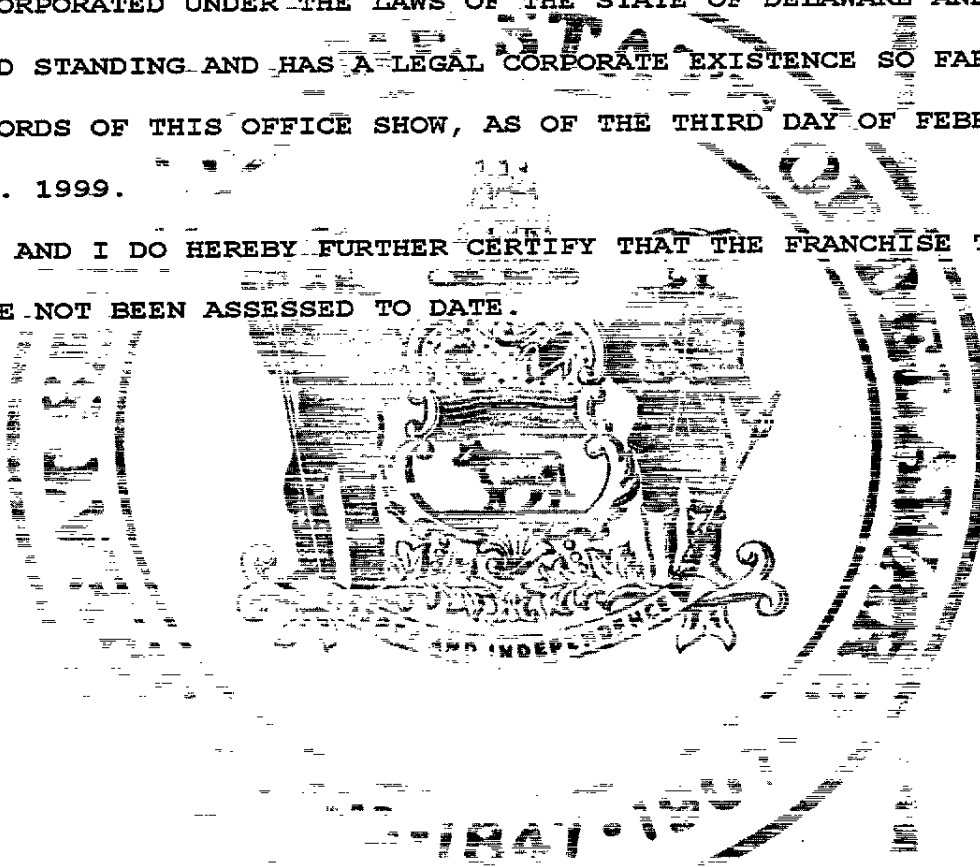
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State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WAJAX FINANCE, 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 THIRD DAY OF FEBRUARY, A.D. 1999.

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



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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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