

F99000000932



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 137355 4378663

AUTHORIZATION : Patricia Puzich

COST LIMIT : \$ 70.00

ORDER DATE : February 17, 1999

ORDER TIME : 9:58 AM

ORDER NO. : 137355-020

CUSTOMER NO: 4378663

CUSTOMER: Ms. Adele Goldstein
Copelco Financial Services
700 East Gate Drive
P.O. Box 5404
Mt. Laurel, NJ 080545404

FOREIGN FILINGS

NAME: FRANKLIN EQUITY LEASING CO.

XXXX QUALIFICATION (TYPE: CO)

4000002778854--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

FILED
SECRETARY OF STATE
99FEB 18 AM 11:25

mt
2/18

SECTION OF CORPORATION
99 FEB 18 AM 11:25

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. Franklin Equity Leasing Co.
(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. 43-1179083
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/10/79 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 817.155, F.S.)

7. 9811 South Forty Drive
St. Louis, MO 63124
(Current mailing address)

8. Leasing of motor vehicles.
(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: Maurice Cullen
(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.

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)

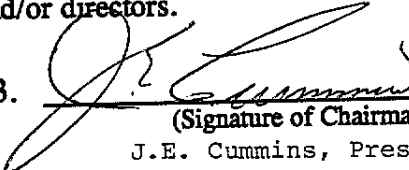
***** Ian J. Berg
Chairman: _____
Address: 700 East Gate Drive #400
Mt. Laurel, NJ 08054
John Hakemian
Vice Chairman: _____
Address: 335 Madison Avenue
New York, NY 10017
Tadayuki Seki
Director: _____
Address: 335 Madison Avenue
New York, NY 10017
Director: _____
Address: _____

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

J.E. Cummins
President: _____
Address: 9811 South Forty Drive
St. Louis, MO 63124
Mark Schroeder
Vice President: _____
and CFO
Address: 9811 South Forty Drive
St. Louis, MO 63124
Spencer Lempert
Secretary: _____
Address: 700 East Gate Drive #400
Mt. Laurel, NJ 08054
Treasurer: _____
Address: _____

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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.)
J.E. Cummins, President

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

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRANKLIN EQUITY LEASING CO." 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
99 FEB 18 AM 11:25



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9579263

DATE: 02-17-99