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Document Number Only

CL Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

100002855291--6
-04/28/99-01082-010
*****70.00 *****70.00

CORPORATION(S) NAME

Equipment Finance, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

04/28/99

FILE SECOND

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DIVISION OF CORPORATIONS

4/28

**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. Equipment 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. Pennsylvania 3. 23-1946698
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/02/73 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 01/01/99
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 5366
Lancaster, PA 17606-5366
(Current mailing address)

8. Financing
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

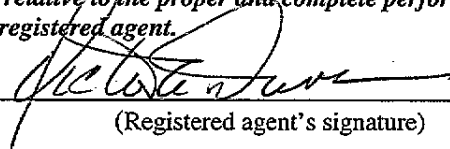
Name: CT Corporation System

Office Address: 1200 S. Pine Island Road

Plantation, Florida, 33324
(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.


VICTOR A. DUVA
Assistant Vice President
(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)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See Exhibit A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *George W. Graner*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. George W. Graner, President
(Typed or printed name and capacity of person signing application)

EQUIPMENT FINANCE, INC.

**EXHIBIT A
TO
FLORIDA APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS**

NAME	OFFICE	BUSINESS ADDRESS
James W. Stratton	Director, Chairman	118 West Airport Rd., Suite A Lititz, PA 17543
Frank T. Stratton	Director	118 West Airport Rd., Suite A Lititz, PA 17543
George W. Graner	Director, President and Chief Executive Officer	118 West Airport Rd., Suite A Lititz, PA 17543
John T. Detwiler	Director	118 West Airport Rd., Suite A Lititz, PA 17543
John S. Estey	Director	118 West Airport Rd., Suite A Lititz, PA 17543
Gerard E. Heffernan	Director	118 West Airport Rd., Suite A Lititz, PA 17543
Michael J. Schlager	Senior Vice President	118 West Airport Rd., Suite A Lititz, PA 17543
Joseph M. Braas	Senior Vice President	118 West Airport Rd., Suite A Lititz, PA 17543
R. Eric Emrich	Vice President	118 West Airport Rd., Suite A Lititz, PA 17543
Leanne Weichler	Vice President	118 West Airport Rd., Suite A Lititz, PA 17543
Mary C. Musser	Secretary/Treasurer	118 West Airport Rd., Suite A Lititz, PA 17543

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COMMONWEALTH OF PENNSYLVANIA

DEPARTMENT OF STATE

APRIL 23, 1999

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

EQUIPMENT FINANCE, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

Kim Ditzgen

Secretary of the Commonwealth

CFEN

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