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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: PinnLease USA, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Eileen O'Hea  
(Name of Person)  
PinnFund, USA  
(Firm/Company)  
2051 Palomar Airport Road, Suite 100  
(Address)  
Carlsbad, CA 92009  
(City/State/Zip)

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DIVISION OF CORPORATIONS  
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Should you need to call someone concerning this matter, please call:

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-06/08/99--01042--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Eileen O'Hea at ( 760 ) 918-1065  
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. PinnLease USA, 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. 33-0844585  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 2, 1999 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. pending approval  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2051 Palomar Airport Road, Suite 101, Carlsbad, CA 92009  
(Current mailing address)

8. Equipment leasing  
(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, Registered Office

Office Address: 1200 South 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.*

By: [Signature]  
(Registered agent's signature)

**D.F. HICKEY**  
**ASSISTANT SECRETARY**

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" which is attached hereto and incorporated herein by this reference.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See Exhibit "A" which is attached hereto and incorporated herein by this reference.

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

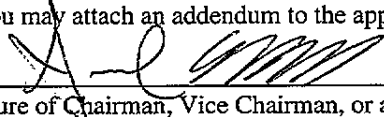
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. By:   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Samuel Kelsall V, Secretary  
(Typed or printed name and capacity of person signing application)

**EXHIBIT A  
TO  
APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA  
PINNLEASE USA, INC.  
DIRECTOR/OFFICER LIST**

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Michael J. Fanghella	Director Treasurer	2051 Palomar Airport Road, Suite 101 Carlsbad, CA 92009
Keith G. Grubba	Director Vice President	2051 Palomar Airport Road, Suite 101 Carlsbad, CA 92009
Samuel Kelsall V	Director Secretary	2051 Palomar Airport Road, Suite 101 Carlsbad, CA 92009
Tommy A. Larsen	President	2051 Palomar Airport Road, Suite 101 Carlsbad, CA 92009

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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 "PINNLEASE USA, 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 NINETEENTH DAY OF MAY, A.D. 1999.

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*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9752843

DATE: 05-19-99