

*Tresser*

# F 99000006396

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 1577356  
(Sub Account)

DATE: 5-15-00

REQUESTOR NAME: Lexis Document Services

ADDRESS:

TELEPHONE: ( ) ( - ) ext ( ) *W 20022012682*

CONTACT NAME: \_\_\_\_\_

CORPORATION NAME: Sued Leasing (USA) Corporation

DOCUMENT NUMBER: \_\_\_\_\_  
(if applicable)

AUTHORIZATION: *C. Woodyard*  
*Cynthia J. Woodyard*

- CERTIFIED COPY (1-9)
- CERTIFICATE OF STATUS (1-9)
- PLAIN STAMPED COPY

- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait

FILED  
00 MAY 18 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 MAY 15 PM 12:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

G. COULLETTE MAY 18 2000

400003252584--8



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 18, 2000

LEXIS

TALLAHASSEE, FL

SUBJECT: SUEBLEASING (USA) CORPORATION  
Ref. Number: F99000006396

We have received your document for SUEBLEASING (USA) CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

You will need to change the wording of the resolution to say the name you have chosen for the "dba" name is \_\_\_\_ not "ficticious name".

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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 500A00027365



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 16, 2000

LEXIS

TALLAHASSEE, FL

SUBJECT: SUEBLEASING (USA) CORPORATION  
Ref. Number: F99000006396

We have received your document for SUEBLEASING (USA) CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned 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) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 500A00027

RECEIVED  
00 MAY 18 AM 11:58  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

5/18: Resolution attached.  
Thank you!



# LEXIS Document Services

A member of the Reed Elsevier plc group

May 12, 2000

Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Principal Office Address Change

Along with the name change, the principal office address for SuedLeasing (USA) Corporation n/k/a SL Financial Services Corporation has changed. The new address is:

251 Riverside Ave.  
Westport, CT 06880

Please change your records to reflect this address.

Thank you,

Tressa Hartman  
Corporate Administrator  
LEXIS Document Services, Registered Agent for the above Corporation

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)


**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. SuedLeasing (USA) Corporation  
Name of corporation as it appears on the records of the Department of State.
2. Delaware  
Incorporated under laws of
3. 12-10-99  
Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 11, 2000
5. SL Financial Services Corporation  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- \_\_\_\_\_  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- \_\_\_\_\_  
New Jurisdiction

FILED  
00 MAY 18 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Signature

05/09/2000  
Date

Klaus Knuth  
Typed or printed name

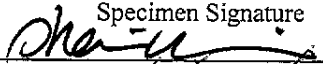
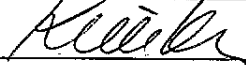
CEO  
Title

**SL FINANCIAL SERVICES CORPORATION**

**INCUMBENCY CERTIFICATE**



The undersigned, Klaus Knuth, Clerk/Secretary of SL Financial Services Corporation, a Delaware corporation (herein the "Corporation"), does hereby certify:

1. I am the duly elected, qualified and acting Clerk/Secretary of the Corporation, have custody of the corporate records, such as By-laws, minutes, etc., and the corporate seal, and am authorized to issue this certificate.
2. The following person(s) have been properly elected and hold the office set forth next to their names and the specimen signature appearing next to their title are their true and correct signatures.

Name	Title	Specimen Signature
<u>Shari Williams</u>	<u>Vice President</u>	<u></u>
<u>Klaus Knuth</u>	<u>CEO</u>	<u></u>

3. At a meeting of the Officers of the Corporation, duly called, convened and held on May 15<sup>th</sup>, 2000, at which meeting a quorum was present and acted throughout, upon unanimous written consent, the following resolutions were duly adopted by said Officers and said resolutions have not been amended, altered or repealed and remain in full force and effect on the date hereof:

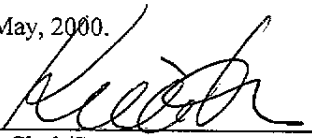
**RESOLVED**, that any one/two\* of the following officers (the "Officers")

Name	Title	Specimen Signature
<u>Klaus Knuth</u>	<u>CEO</u>	<u></u>
<u>Shari Williams</u>	<u>Vice President</u>	<u></u>

of the Corporation be, and they hereby are, authorized and directed for and on behalf of the Corporation as its corporate act and deed to sign, execute and deliver the Documents, any changes therein, and all such instruments, agreements or documents in connection with the corporate name change as may be approved by any Officer, such approval to be conclusively evidenced by any Officer's signature, execution and delivery thereof, and such ancillary and supporting documents and instruments as may be necessary or desirable in their discretion; and hereby adopts the "dba" name of SL USA Corporation

**FURTHER RESOLVED**, that the Officers be, and they hereby are, authorized and directed, to take any and all steps, to expend any and all moneys, and to do any and all things necessary or desirable to carry out the full intent and purpose of these resolutions.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 16th day of May, 2000.

  
Clerk/Secretary

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 THAT THE SAID "SUEBLEASING (USA) CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SL FINANCIAL SERVICES CORPORATION", THE ELEVENTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2306782 8320

001241807

AUTHENTICATION: 0433364

DATE: 05-11-00