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FORD MOTOR CREDIT COMPANY

Susan M. Kelel
Senior Paralegal - Corporate

(313) 594-4732
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Legal Office
The American Road
Dearborn, Michigan 48121

April 18, 2000

VIA AIRBORNE EXPRESS

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

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-04/19/00--01087--004
*****125.00 *****125.00

Re: FCAL, LLC - Application By Foreign Limited Liability Company for Authorization to Transact Business in Florida

Dear Sir/Madam:

Enclosed please find the following in connection with the subject application:

1. Application by Foreign Limited Liability Company for Authorization To Transact Business in Florida - executed by Secretary, Ford Motor Credit Company, Sole Member;
2. Delaware Good Standing Certificate (dated 4/13/00) attachment to Application;
3. Certificate of Designation of Registered Agent/Registered Office; and
4. Check in the amount of \$125.00 (representing the filing fee of \$100.00 for the application and a \$25.00 fee for the Designation of Registered Agent/Registered Office.

Please contact me if you have any questions concerning these enclosures. Thank you.

Very truly yours,

Susan Kelel

FILED
00 APR 19 PM 1:20
TALLAHASSEE, FLORIDA

Name	Availability
Document Examiner	Enclosures DCC
Updater	DCC
Updater	w/encl.
Verifier	Cc: Diane Monberg, Licensing Administrator
Acknowledgement	Shelley H. Landaw, Associate Customer Specialist
W. P. Verifier	CT Corporation
	30600 Telegraph Road, Suite 3275
	Bingham Farms, Michigan 48025

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. FCAL, LLC
(Name of foreign limited liability company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3516825
(FEI number, if applicable)
4. OCTOBER 22, 1999
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. JUNE 1, 2000
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. ONE AMERICAN ROAD
DEARBORN, MICHIGAN 48126
(Street address of principal office)

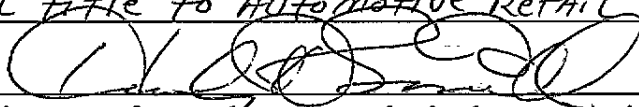
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

FORD MOTOR CREDIT COMPANY
ONE AMERICAN ROAD
DEARBORN, MICHIGAN 48126

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

HOLD LEGAL TITLE TO AUTOMOTIVE RETAIL LEASES AND RELATED VEHICLES.


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

HURLEY D. SMITH, SECRETARY - FORD MOTOR CREDIT COMPANY,
Typed or printed name of signee Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

FCAL, LLC

2. The name and the Florida street address of the registered agent and office are:

CT CORPORATION System
(Name)

1200 South Pine Island Road
Florida street address (P.O. Box **NOT** ACCEPTABLE)

PLANTATION, FL 33324
City/State/Zip

FILED
00 APR 19 PM 1:20
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

[Signature]

(Signature)

ASSISTANT SECRETARY

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FCAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF APRIL, A.D. 2000.

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

FILED
00 APR 19 PM 1:20
SECRETARY OF STATE
111 HANCOCK BUILDING
DOVER, DELAWARE 19901




Edward J. Freel, Secretary of State

3108647 8300

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AUTHENTICATION:

0379609

DATE:

04-13-00