

11000000002425

Document Number Only

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

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-11/29/00--01047--015
****125.00 ****125.00

CORPORATION(S) NAME

HPSC Capital Funding, LLC

<input 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 checked="" 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 _____ 11/29/00
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

Order#:

Ref#:

Amount:\$

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 29 PM 1:56

APPROVED
AND
FILED

RECEIVED
00 NOV 29 AM 11:59
DIVISION OF CORPORATION

11-29-00

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. HPSC CAPITAL FUNDING, LLC
(Name of foreign limited liability company)
2. Delaware 3. 04-2560004
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10/02/2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. 01/01/2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 60 State Street Ste 3520, Boston, MA 02109-1803
(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:

SEE ATTACHMENT

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: _____

See Purpose Clause Attachment

R L Kenney
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.)
RICHARD L KENNEY MANAGER
Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 NOV 29 PM 1:55

APPROVED
AND
FILED

**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:

HPSC CAPITAL FUNDING, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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.

C T Corporation System

By: 

(Signature)

PATRICIA A. CANARIO,
SPECIAL 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)

00 NOV 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

HPSC CAPITAL FUNDING, LLC
60 STATE STREET , STE 3520
BOSTON, MA 02109-1803
(617) 720-3600

MANAGERS:

Richard L Kenney
60 State St Ste 3520
Boston MA 02109-1803

Rene Lefebvre
60 State St Ste 3520
Boston MA 02109-1803

Mark Ferucci
CT CORPORATION (Independent Manager)
1209 Orange St
Wilmington DE 19901

APPROVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Application for Certificate of Authority

Purpose Clause of HPSC Capital Funding LLC

- a. to acquire, own, hold, sell, transfer, assign, finance, refinance and otherwise deal with (1) equipment leases, conditional sales agreements, and leasehold improvement notes, (ii) all payments made under the foregoing, (iii) the equipment which is the subject of equipment leases, security interests in equipment and proceeds of sale of equipment, (iv) policies of insurance relating to the foregoing, and proceeds of those insurance policies, (v) interest rate exchange, collar, cap, swap or similar agreements and (vi) any other assets which may be incidental to the ownership of the foregoing (the items in clauses (i) through (vi) being referred to hereinafter as the "Assets");
- b. in payment of all or a portion of the purchase price of the Assets, to incur indebtedness, which may be secured or unsecured and may be senior to, of equal rank with, or subordinated to, any other indebtedness of the Company;
- c. to issue and sell debt securities, or otherwise incur indebtedness on a revolving credit or fixed term basis, in either case to be secured by the Assets;
- d. to invest and reinvest the funds received or collected by the Company with respect to the Assets in such interest—bearing or discount securities, loans or other investments as the Member deems appropriate.

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

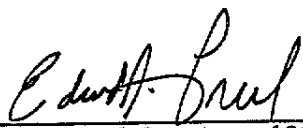
PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HPSC CAPITAL FUNDING, 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 TWENTY-SECOND DAY OF NOVEMBER, A.D. 2000.

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

APPROVED
AND
FILED
00 NOV 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA





Edward J. Freel, Secretary of State

3296549 8300

001588547

AUTHENTICATION: 0810744

DATE: 11-22-00

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9. The usual business addresses of the managing members or managers are as follows:

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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.)

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See Purpose Clause Attachment

R L Kenney
Signature of a member or an authorized representative of a member.
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Typed or printed name of signee

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C T Corporation System

By: 

(Signature)

PATRICIA A. CANARIO,
SPECIAL ASSISTANT SECRETARY

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(617) 720-3600

MANAGERS:

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60 State St Ste 3520
Boston MA 02109-1803

Rene Lefebvre
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Mark Ferucci
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1209 Orange St
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- b. in payment of all or a portion of the purchase price of the Assets, to incur indebtedness, which may be secured or unsecured and may be senior to, of equal rank with, or subordinated to, any other indebtedness of the Company;
- c. to issue and sell debt securities, or otherwise incur indebtedness on a revolving credit or fixed term basis, in either case to be secured by the Assets;
- d. to invest and reinvest the funds received or collected by the Company with respect to the Assets in such interest—bearing or discount securities, loans or other investments as the Member deems appropriate.

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

AUTHENTICATION: 0810744

DATE: 11-22-00

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