

Document Number Only

MO0000002555

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

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****125.00 ****125.00

HPSC Equipment Receivables 2000 LLC IT

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|---------------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | | <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 | | |

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CONNIE BRYAN

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File 1st

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
12-13-00

APPROVED
AND
FILED

**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. HPSC Equipment Receivables 2000 LLC II
(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. 11/13/2000 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

00 DEC 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

HPSC Equipment Receivables 2000 LLC II

PURPOSE CLAUSE

NATURE OF BUSINESS

1. *Purposes.* The business in which the Company may engage and the powers which the Company may exercise are restricted exclusively to the following:

1.1 to acquire from HPSC and the other Transferors all right, title, and interest in and to (i) the Initial Contracts, the Equipment related thereto and any payment to be made by Obligors thereunder and any Liquidation Proceeds received thereunder; (ii) all guaranties of an Obligor's obligations under an Initial Contract; (iii) the related Contract Files; (iv) all Insurance Policies and Insurance Proceeds with respect to the Initial Contracts; (iv) all amounts on deposit in the Collection Account; (vi) all income and proceeds of the foregoing;

1.2 to pledge, transfer, and redeem certain Contracts (and any proceeds or further rights associated with such Contracts) with respect to the Receivables Transfer Agreement.

1.3 to issue and authorize six classes of Notes and one class of Certificates pursuant to the Indenture;

1.4 to hold and enjoy all of the rights and privileges of the Notes and Certificates;

1.5 to hold financial assets that qualify for sale accounting treatment for purposes of Financial Accounting Standards Board Statement No. 125 ("FASB 125")

1.6 to sell the Class A Notes, Class B Notes, the Class C Notes, the Class D Notes, the Class E Notes and the VFN Notes pursuant to the Purchase Agreement;

1.7 to hold certificates representing a reversionary interest in the assets;

1.8 to enter into the Servicing Agreement with respect to the servicing of the Receivables, to enter into the Purchase Agreement, to enter into the Indenture; to enter into the Receivables Transfer Agreement (collectively, the "Transaction Documents")

1.9 to distribute to the Member such of the Company's assets as each are entitled to in accordance with the terms hereof and the terms of the Indenture; and

1.9 1.10 to have and exercise all of the power and rights conferred upon limited liability companies formed pursuant to the Act that are necessary, convenient or incidental to any of the foregoing purposes in subsections 1.1. to 1.10 above.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 PM 3:04

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AND
FILED

HPSC Equipment Receivables 2000 LLC II
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 Ferrucci
CT CORPORATION (Independent Manager)
1209 Orange St
Wilmington DE 19901

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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 Equipment Receivables 2000 LLC II

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: Patricia A. Canario

(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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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 EQUIPMENT RECEIVABLES 2000 LLC II" 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-NINTH DAY OF NOVEMBER, A.D. 2000.

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



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001595744

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 0819585

DATE: 11-29-00

00 DEC 13 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED