

Document Number Only

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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

600003500366--8

-12/13/00--01035--006

\*\*\*\*125.00--\*\*\*\*125.00

HPSC Equipment Receivables 2000 LLC I

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name  
Availability

Document  
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

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THANKS

CONNIE BRYAN

NOTARY PUBLIC

File 12/13 PM 3:07

STATE OF FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 DEC 13 PM 3:07

APPROVED  
AND  
FILED

HPSC Equipment Receivables 2000 LLC II  
60 State Street Ste 3520  
Boston, Massachusetts 02109-1803

December 1, 2000

RE: Permission to use Corporate Name HPSC Equipment Receivables 2000 LLC I

Dear Sir/Madam:

On behalf of HPSC Equipment Receivables 2000 LLC II, I hereby grant permission to the organizer of HPSC Equipment Receivables 2000 LLC I, a limited liability company organized in the State of Delaware to use the company name HPSC Equipment Receivables 2000 LLC I for all lawful purposes, and in any state in which it is qualified as a foreign limited liability company to do business.

HPSC Equipment Receivables 2000 LLC II

By Richard L Kenney

Richard L Kenney, Manager

Tax/HPSC -AA4

APPROVED  
AND  
FILED  
00 DEC 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 I  
(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: \_\_\_\_\_

Sec Purpose Clause Attachment

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  
Typed or printed name of signee  
RICHARD L KENNEY MANAGER

APPROVED  
AND  
FILED  
00 DEC 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HPSC Equipment Receivables 2000 LLC I

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; (v) 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, theclass 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 enture 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

1.10 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. IO above. \_

APPROVER  
AND  
FILED  
00 DEC 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HPSC Equipment Receivables 2000 LLC I  
60 STATE STREET . STE 3520  
BOSTON, MA, 02109-1803 (617) 72 0-3 600

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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00 DEC 13 PM 3:07  
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

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]

(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 DEC 13 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

*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 "HPSC EQUIPMENT RECEIVABLES 2000 LLC I" 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.



3314588 8300

001595751

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

AUTHENTICATION: 0819625

DATE: 11-29-00

00 DEC 13 PM 3:07  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE  
AND  
FILED  
APPROVED