



MD10000002677

ACCOUNT NO. : 072100000032

REFERENCE : 805360 4301712

AUTHORIZATION :

COST LIMIT :

Patricia Pizito
\$ 125.00

ORDER DATE : November 20, 2001

ORDER TIME : 10:40 AM

ORDER NO. : 805360-055

CUSTOMER NO: 4301712

CUSTOMER: Jean M. Williams, Legal Asst
Nixon Peabody LLP
1300 Clinton Square

Rochester, NY 14604

RECEIVED
01 NOV 30 AM 11:35
DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

000004700080--7

NAME: XEROX LEASE EQUIPMENT LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER:

JB
11/30/01

01 NOV 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. XEROX LEASE EQUIPMENT LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 06-1632264
(FEI number, if applicable)
4. 9-28-2001
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 800 Long Ridge Road, Mail Stop 2-4-B9
Stamford, CT 06904
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
See attached list
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: Special purpose vehicle formed to hold assets for structured financing transaction.

Gregory B. Tayler
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.)

Gregory B. Tayler, Manager

Typed or printed name of signee

01 NOV 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Member and Managers

Member:

Xerox Lease Funding LLC
800 Long Ridge Road
MS 2-4-B8
Stamford, CT 06904-1600

EIN: 06-1632267

Managers:

Gregory B. Tayler
Business Address:

SSN: 084-86-0690
Xerox Corporation
800 Long Ridge Road
Stamford, CT 06904-1600
95 Rising Ridge Road
Ridgefield, CT 06877

Residence:

Timothy J. MacCarrick
Business Address:

SSN: 100-48-8754
Xerox Corporation
Xerox Square
100 Clinton Ave., South
Rochester, NY 14644
2 Quoin Crescent
Victor, NY 14564

Residence:

Richard Harrison
Business Address:

SSN: 080-36-2176
Savings Bank of the
Finger Lakes
470 Exchange Street
Geneva, NY 14456-0353
44 Southern Parkway
Rochester, NY 14618

Residence:

APPROVED
AND
FILED

01 NOV 30 PM 12:46
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:

XEROX LEASE EQUIPMENT LLC

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

<u>Corporation Service Company</u>		
(Name)		
<u>1201 Hays Street</u>		
Florida street address (P.O. Box NOT ACCEPTABLE)		
<u>Tallahassee</u>	<u>FL</u>	<u>32301</u>
(City/State/Zip)		

01 NOV 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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.

Bonnie H. Yerry
Bonnie H. Yerry (Signature) Assist. 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

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "XEROX LEASE EQUIPMENT 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 TWENTIETH DAY OF NOVEMBER, A.D. 2001.

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

APPROVED
AND
FILED
01 NOV 30 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3440620 8300

AUTHENTICATION: 1457393

010589660

DATE: 11-20-01