



MO10000002835

ACCOUNT NO. : 072100000032

REFERENCE : 552519 4301712

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pignatelli

ORDER DATE : December 3, 2001

ORDER TIME : 11:58 AM

ORDER NO. : 552519-070

CUSTOMER NO: 4301712

300004730633--4

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

Rochester, NY 14604

FOREIGN FILINGS

NAME: XEROX CAPITAL SERVICES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER:

W01-28926

12-19-01

01 DEC 18 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
01 DEC 18 PM 1:40
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 18, 2001

CSC
JANNA WILSON

SUBJECT: XEROX CAPITAL SERVICES, LLC
Ref. Number: W01000028926

We have received your document for XEROX CAPITAL SERVICES, LLC and the authorization to debit your account in the amount of \$155.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 901A00066310

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. Xerox Capital Services, LLC
(Name of foreign limited liability company)

2. Delaware 3. 161611298
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 09/18/2001 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 01/01/2002
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. Xerox Square, 100 Clinton Avenue South, MS: X2-029
Rochester, NY 14644-1877
(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 members/managers rider

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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.)

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

To provide back office support to Xerox Corporation's US based businesses and to administer Xerox Corporation's US based equipment-leasing business.

XEROX CORPORATION-MEMBER

Jill K. Lehmann, Asst. Secretary
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.)

JILL K. LEHMANN, ASST. SECRETARY 12/07/2001

Typed or printed name of signee

XEROX CAPITAL SERVICES, LLC
Member and Managers

Member:

Xerox Corporation
EIN: 16-0468020
800 Long Ridge Road
Stamford, CT 06904

Managers:

Michael MacDonald, President
North American Solutions Group
Xerox Corporation
100 Clinton Avenue South MS: X2 - 029
Rochester, NY 14644-1877

Residence: 20 Thomas Grove
Pittsford, NY 14534

Timothy MacCarrick,
Xerox Corporation
100 Clinton Avenue South MS: X2 - 029
Rochester, NY 14644-1877

Residence: 2 Quion Crescent
Victor, NY 14564

Anne Mulcahy, CEO and President
Xerox Corporation
800 Long Ridge Road
PO Box 1600
Stamford, CT 06904-1600

Residence: 235 Fencerow Drive
Fairfield, CT 06430

Richard Cerrone
VP & General Manager, General Market Operations
Xerox Corporation
100 Clinton Avenue South - MS
Rochester, NY 14644-1877
Residence: 10654 East Terra Drive
Scottsdale, AZ 85258

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**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 Capital Services, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

32301

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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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.

Laura R. Dunlap

(Signature)

**Laura R. Dunlap
as its agent**

\$ 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 CAPITAL SERVICES, 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 SEVENTH DAY OF DECEMBER, A.D. 2001.

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

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1487732

DATE: 12-07-01