



THE UNITED STATES  
CORPORATION  
COMPANY

M 97000000130

ACCOUNT NO. : 072100000032

REFERENCE : 291849 4334868

AUTHORIZATION : *Patricia E. Egan*

COST LIMIT : \$ 140.00

ORDER DATE : March 12, 1997

ORDER TIME : 11:20 AM

ORDER NO. : 291849-010

CUSTOMER NO: 4334868

CUSTOMER: Eric Renaud, Legal Asst  
At&t Capital Leasing Services  
The Corporate Center  
550 Cochituate Road, Box 9104  
Framingham, MA 017019104

FOREIGN FILINGS

NAME: THERMO CAPITAL LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 17 PM 2:13

*nyk*  
*3/17/97*

97 MAR 17 PM 12:19

[illegible]

1. Thermo Capital Company LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware 3. 04334 9713  
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable) company is organized)

4. December 13, 1996 5. December 13, 2026  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. One Research Drive  
Westborough, MA 01581  
(Street address of principal office)

<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>	<b>NAME &amp; ADDRESS:</b>	<b>TITLE:</b>
<u>Mark Kelly</u>	<u>MGR</u>	<u>Paul Kelleher</u>	<u>MGR</u>
<u>One Research Dr.</u>		<u>One Research Dr.</u>	
<u>Westborough, MA 01581</u>		<u>Westborough, MA 01581</u>	
<u>Eric McGriff</u>	<u>MGR</u>	<u>Jonathan Painter</u>	<u>MGR</u>
<u>One Research Dr.</u>		<u>One Research Dr.</u>	
<u>Westborough, MA 01581</u>		<u>Westborough, MA 01581</u>	
<u>James Tenner</u>	<u>MGR</u>	<u>Daniel Walsh</u>	<u>MGR</u>
<u>One Research Dr.</u>		<u>One Research Dr.</u>	
<u>Westborough, MA 01581</u>		<u>Westborough, MA 01581</u>	

Thermo Capital Company LLC

List of Members

<u>Name</u>	<u>Address</u>
AT&T Capital Leasing Services, Inc.	550 Cochituate Road Framingham, MA 01701
Termo Leasing Corporation	81 Wyman Street Waltham, MA 02254

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DIVISION OF  
SECRETARY OF  
STATE  
FILED  
RECORDS  
COMMUNICATIONS

Thermo Capital Company LLC

List of Managers

<u>Name</u>	<u>Address</u>
Mark Kelly	One Research Drive Westborough, MA 01581
Eric McGriff	Same as above
James Tenner	Same as above
Paul Kelleher	Same as above
Jonathan Painter	Same as above
Daniel Walsh	Same as above

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA

The undersigned member or authorized representative of a member of \_\_\_\_\_  
\_\_\_\_\_ Thermo Capital Company LLC \_\_\_\_\_ deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100<sup>00</sup> EACH .
- 3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 200<sup>00</sup> . This total includes amounts from 2 and 3 above.

RJ McGablin

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Thermo Capital Company LLC

2. The name and address of the registered agent and office is:

Corporation Service Company

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301

(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.*

Corporation Service Company

By: Vicki Schreiber

Vicki Schreiber (Signature) Asst. V.P.

3/13/97

(Date)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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SECRETARY OF STATE  
CORPORATE DIVISIONS  
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THERMO CAPITAL COMPANY 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 THIRTEENTH DAY OF MARCH, A.D. 1997.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

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AUTHENTICATION: 837 1913

DATE: 03-13-97