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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

900002567639--7
-06/22/98--01047--022
*****52.50 *****52.50

900002567639--7
-06/22/98--01047--023
****285.00 ****285.00

AMERICAN EXPRESS CAPITAL FINANCE L.L.C.

- ☐ Profit
☐ NonProfit
☒ Limited Liability Company
☒ Foreign
☐ Limited Partnership
☐ Reinstatement
☒ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
☐ Will Wait
- ☐ Merger
☐ Mark
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☐ Other
☐ Change of PA
☐ Fictitious Name
☐ CUS/CS
☐ After 4:30
☒ Pick Up

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Please call Jeff Butterfield
if any problems/questions.

THANKS !

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:**

1. American Express CapitaFinance L.L.C.
(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. Arizona 3. 223491762
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. January 21, 1997 5. January 21, 2027
(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, FS))
7. 2 Gatehall Drive
Parsippany, NJ 07054
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Steven Alesio</u> <u>American Express Tower</u> <u>World Financial Center</u> <u>New York, NY 10285</u>	<u>MGRM</u>	<u>Michael A. DeBernardi</u> <u>44 Whippany Road</u> <u>Morristown, NJ 07962</u>	<u>MGRM</u>
<u>Ash Gupta</u> <u>American Express Tower</u> <u>World Financial Center</u> <u>New York, NY 10285</u>	<u>MGRM</u>	<u>Robert J. Ingato</u> <u>44 Whippany Road</u> <u>Morristown, NJ 07962</u>	<u>MGRM</u>
<u>Dick Schrupf</u> <u>American Express Tower</u> <u>World Financial Center</u> <u>New York, NY 10285</u>	<u>MGRM</u>	<u>Mani A. Sadeghi</u> <u>44 Whippany Road</u> <u>Morristown, NJ 07962</u>	<u>MGRM</u>

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

The undersigned member or authorized representative of a member of American Express
CapitaFinance L.L.C. 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 \$ 500,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0 . A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s)
\$ 500,000 . This total includes amounts from 2 and 3 above.

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WCC
Signature of a member or authorized representative of a member.
(In accordance with section 608.409(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: American Express CapitaFinance

L.L.C.

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

CT Corporation System
(Name)
1200 South Pine Island Road
(P.O. Box <u>not</u> acceptable)
Plantation, Florida 33324
(City/State/Zip)

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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.

CT Corporation System

By: Charles W. Meyer
(Signature)

6/19/98
(Date)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

To all to whom these presents shall come, greeting:

I, Jack Rose, Executive Secretary of the Arizona Corporation Commission, do hereby certify that

*****AMERICAN EXPRESS CAPITAL FINANCE L.L.C.*****

is a limited liability company organized under the laws of the State of Arizona which filed its Articles of Organization in this office on the 21st day of January 1997.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capitol, this 1st day of June, 1998, A. D.



Jack Rose

Executive Secretary

BY: *Debra M. [Signature]*