

P950000000019

Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue, Suite 229
Miami, Florida 33175

FILED
DEC 21 AM 8:32
TALLAHASSEE, FLORIDA

December 18, 1995

VIA U.S. MAIL

Secretary of State
Attention: New Filings
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

000001668760
-12/22/95--01052--005
****122.50 ****122.50

Re: Jeffrey C. Perlman, Esq., P.A.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation of the above-referenced entity.

Also enclosed is a check in the amount of \$122.50, covering the following costs:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Designation of Registered Agent Fee	\$35.00

Please file the enclosed Articles of Incorporation and return one certified copy to me in the enclosed self-addressed, stamped envelope.

Yours Truly,

Jeffrey C. Perlman, Esq.

Enclosure

12/96
TH

Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue, Suite 229
Miami, Florida 33175

December 18, 1995

via facsimile
Internal Revenue Service
Attn: Entity Control
Atlanta, GA 39901

FILED
55 DEC 21 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Jeffrey C. Perlman, Esq., P.A.

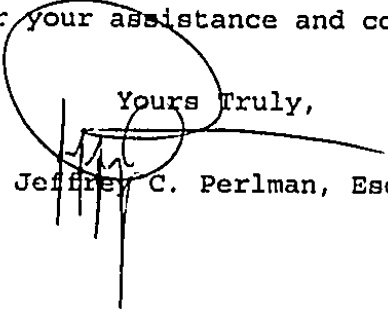
Dear Sir or Madam:

Enclosed is a duly executed Form SS-4, Application for Employer Identification Number, with respect to the above-referenced corporation of even date herewith.

Also, enclosed is an acknowledgement copy of such form with a stamped, self-addressed envelope. I would greatly appreciate your stamping such copy on the date that you receive this package and mailing it back to me in such envelope.

Many thanks for your assistance and consideration.

Yours Truly,


Jeffrey C. Perlman, Esq.

Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue, Suite 229
Miami, Florida 33175

December 18, 1995

Internal Revenue Service
Attn: S Corporation Filings
Atlanta, GA 39901

Re: Jeffrey C. Perlman, Esq., P.A.

Dear Sir or Madam:

Enclosed is a duly executed Form 2553, Election by a Small Business Corporation, with respect to the above-referenced corporation of even date herewith.

Also, enclosed is an acknowledgement copy of such form with a stamped, self-addressed envelope. I would greatly appreciate your stamping such copy on the date that you receive this package and mailing it back to me in such envelope.

Many thanks for your assistance and consideration.

Yours Truly,

Jeffrey C. Perlman, Esq.

ARTICLES OF INCORPORATION
OF
JEFFREY C. PERLMAN, ESQ., P.A.

FILED
55 DEC 21 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a professional service corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

JEFFREY C. PERLMAN, ESQ., P.A.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The general purposes for which the corporation is initially organized are:

To render the following specific professional service (as defined in Section 621.03 of the Professional Service Corporation Act) and none other, to wit: the personal services rendered by attorneys and counselors at law as provided by Chapter 454 of the

Florida Statutes or any successor statute providing therefor.

And in connection therewith and in furtherance thereof, to possess and exercise all the powers and privileges granted by the Florida General Corporation Act or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are consistent with, and not prohibited by, the Professional Service Corporation Act.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue
Suite 229
Miami, Florida 33175

ARTICLE VI

This corporation shall have one director initially. The name and address of the initial director of the corporation, who shall hold office until his successor is elected and qualified or until his earlier resignation or removal from office is:

Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue
Suite 229
Miami, Florida 33175

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

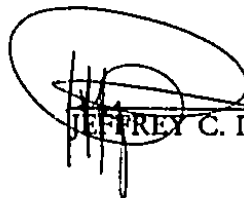
Jeffrey C. Perlman, Esq.
2450 S.W. 137th Avenue
Suite 229
Miami, Florida 33175

ARTICLE VIII

The mailing address of the corporation is:

Jeffrey C. Perlman, ESQ., P.A.
2450 S.W. 137th Avenue
Suite 229
Miami, Florida 33175

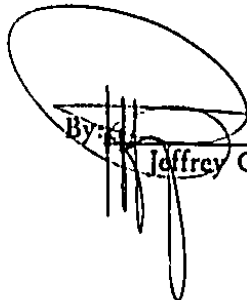
Executed at Miami, Florida this 18 day of Dec, 1995.


JEFFREY C. PERLMAN, ESQ.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of JEFFREY C. PERLMAN,
ESQ., P.A. the undersigned accepts such appointment, agrees to act in such capacity.

Dated this 18 day of Dec, 1992.

By:  Jeffrey C. Perlman, Esq.

t:\transfer\jef\art.inc

1201 HAYS STREET

000-112-8086

TALLAHASSEE, FL 32307

904-22-0171

904-22-0193 FAX

D96000000019

 networks

ACCOUNT NO. : 072100000032

REFERENCE : 118546 4387815

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : ~~\$70.00~~

350.00

*per Karen Rugar
10.29.96*

ORDER DATE : October 11, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 118546-025

CUSTOMER NO: 4387815

600001904266--9

CUSTOMER: Daniel F. Passage, Esq
Andrews & Kurth L.L.P.
Suite 4200
601 South Figueroa Street
Los Angeles, CA 90017

FOREIGN FILINGS

NAME: TOYOTA LEASE TRUST

FILED
96 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: BT)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

*ok per K.B.
10/29*

RECEIVED
96 OCT 23 PM 12:23
DIVISION OF CORPORATION

APPLICATION FOR QUALIFICATION TO DO BUSINESS IN FLORIDA
of TOYOTA LEASE TRUST

including

AFFIDAVIT of TMTT, INC.,
in its capacity as Trustee of TOYOTA LEASE TRUST

and

APPOINTMENT OF REGISTERED AGENT IN FLORIDA
of TOYOTA LEASE TRUST


FILED
66 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 21, 1996

Toyota Lease Trust, a Delaware Business Trust organized under the Delaware Business Trust Act (12 Del. Code §§ 3801 et seq.), hereby applies to the Division of Corporations of the Secretary of State of the State of Florida, for qualification to do business in the State of Florida. Attached hereto in support of such application are (1) an affidavit of an officer of TMTT, INC., in its capacity as Trustee of Toyota Lease Trust, including a certified copy of Toyota Lease Trust's Certificate of Trust and (2) an appointment of a Registered Agent of Toyota Lease Trust in the State of Florida.

TOYOTA LEASE TRUST

By: TMTT, INC., as Trustee



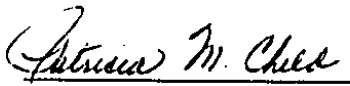
Patricia M Child
Vice President of TMTT, Inc.

AFFIDAVIT of TMTT, INC.,
in its capacity as Trustee of TOYOTA LEASE TRUST

I, Patricia M. Child, hereby certify and attest that I am the duly elected Vice President of TMTT, Inc., a Delaware corporation and, in connection with this application, on behalf of TMTT, Inc., in its capacity as Trustee of Toyota Lease Trust, hereby further certify and attest as follows:

- a. TMTT, Inc. is the sole Trustee of Toyota Lease Trust; and
- b. Attached hereto is a true and complete copy of the Certificate of Trust of Toyota Lease Trust filed with the Secretary of State of the State of Delaware's Trustee, TMTT, Inc., pursuant to which Toyota Lease Trust was organized and exists as a Delaware Business Trust.

Dated this 21st day of October, 1996



Patricia M Child
Vice President of TMTT, Inc., as
Trustee of Toyota Lease Trust

FILED
96 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF TRUST OF
TOYOTA LEASE TRUST

THIS Certificate of Trust of Toyota Lease Trust (the "Trust"), dated as of September 24, 1996, is being duly executed and filed by First Bank National Association, a national banking association, as Trust Agent, and TMTT, Inc., a Delaware corporation, as trustee, to form a business trust under the Delaware Business Trust Act (12 Del. Code §§ 3801 et seq.).

1. **Name.** The name of the business trust formed hereby is Toyota Lease Trust.
2. **Delaware Trustee.** The name and business address of the trustee of the Trust in the State of Delaware is TMTT, Inc., 1209 Orange Street, Wilmington, New Castle County, Delaware.
3. **Series Trust.** The Trust shall be a series trust and the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the Trust generally.
4. **Effective Date.** This Certificate of Trust shall be effective upon filing.

FILED
96 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, being the sole trustees of the Trust, have executed this Certificate of Trust as of the date first-above written.

FIRST BANK NATIONAL ASSOCIATION,
As Trust Agent

By: Patricia M. Child
Name: Patricia M. Child
Title: Vice President

TMTT, INC., as Trustee

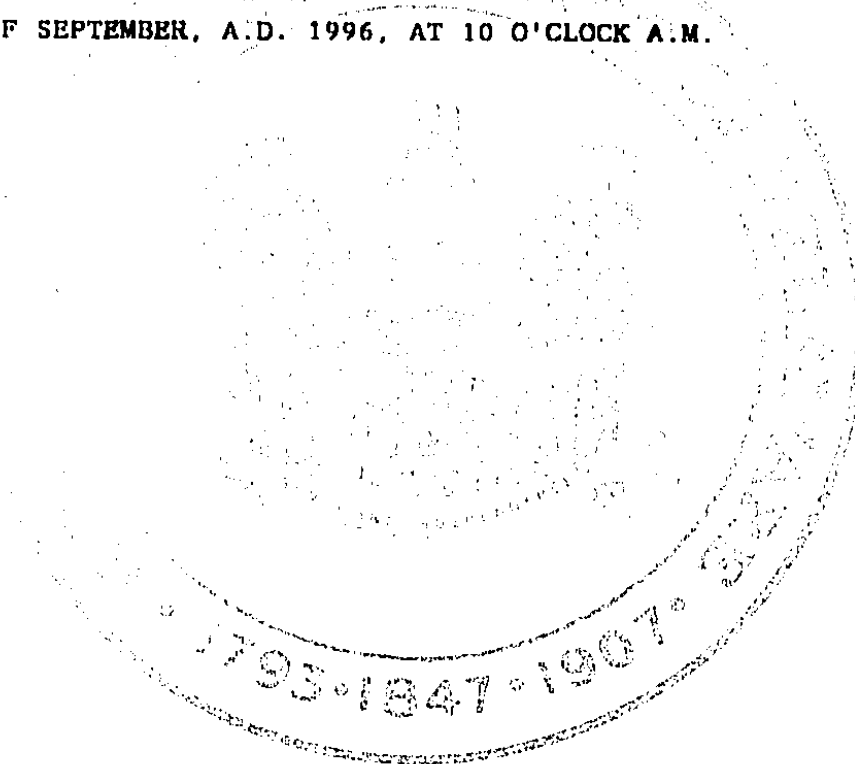
By: Patricia M. Child
Name: Patricia M. Child
Title: Vice President and CFO

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95 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "TOYOTA LEASE TRUST", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1996, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2667371 8100
960284902

AUTHENTICATION:

8128853

DATE:

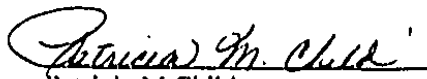
10-01-96

APPOINTMENT OF REGISTERED AGENT IN FLORIDA
of TOYOTA LEASE TRUST

TOYOTA LEASE TRUST, a Delaware Business Trust organized under the Delaware Business Trust Act (12 Del. Code §§ 3801 et seq.), hereby appoints THE PRENTICE-HALL CORPORATION SYSTEM, INC., having as its address 1201 Huys Street, Suite 105, Tallahassee, Florida 32301, as the Registered Agent of Toyota Lease Trust in the State of Florida as of this 21st day of October, 1996.


TOYOTA LEASE TRUST

By: TMTT, INC., as Trustee


Patricia M Child
Vice President of TMTT, Inc.

THE PRENTICE-HALL CORPORATION SYSTEM, INC., a Delaware corporation, hereby accepts the foregoing appointment as the Registered Agent of Toyota Lease Trust in the State of Florida and undertakes the duties and obligations appurtenant thereto as of this 21st day of October, 1996.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 
Name: A. P. Polizzi
Title: Assistant Vice President

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96 OCT 23 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA