

Document Number Only

B98000000688

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-12/08/98--01044--009
*****87.50 *****87.50

CORPORATION(S) NAME

World Omni Auto Leasing II L.P.

SECRETARY OF STATE'S
OFFICE OF CORPORATIONS
9 30 DEC -8 PM 2:04

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

12/08/98

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*****8.75 *****8.75

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. World Omni Auto Leasing II L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. December 1, 1998
(State of Formation) (Date of Formation)

5. CT Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 S. Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Connie Bryan **CONNIE BRYAN**
(Agent must sign on this line) **SPECIAL ASSISTANT SECRETARY**

8. c/o The Corporation Trust Company, Corporation Trust Center
1209 Orange Street, Wilmington, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>World Omni Auto Leasing II LLC</u>	<u>6150 Omni Park Drive, Mobile, AL 36609</u>
<u>mayw0001426</u>	

10. 100 NW 12th Avenue, Deerfield Beach, Florida 33442
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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SECRETARY OF CORPORATIONS
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12. 100 NW 12th Avenue

Deerfield Beach, Florida 33442

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

FILED
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DIVISION OF CORPORATIONS
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This 4th day of DECEMBER, 19 98

World Omni Auto Leasing II L.P.

By: World Omni Auto Leasing II LLC, as general partner

By: John J. Whelan
Secretary of General Partner

STATE OF Florida

COUNTY OF Broward

On this 4th day of DECEMBER, 19 98

John J. Whelan personally appeared before me,

who is personally known to me

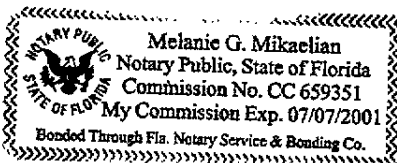
whose identity I proved on the basis of _____

Melanie G. Mikaelian
(Notary Public Signature)

MELANIE G. MIKAE LIAN
(Notary's Printed Name)

Seal

My Commission Expires July 7, 2001



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

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BEFORE ME the undersigned personally appeared John J. Whelan, Secretary of World Omni Auto Leasing II LLC
a general partner of World Omni Auto Leasing II L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 999.00.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 999.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 4th day of DECEMBER, 1998
World Omni Auto Leasing II L.P.
By: World Omni Auto Leasing II LLC, its general partner

By: *John J. Whelan*
Secretary of General Partner

STATE OF Florida
COUNTY OF Broward

On this 4th day of DECEMBER, 1998

John J. WHELAN, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Melanie G. Mikaelian
(Notary Public Signature)

MELANIE G. MIKAELIAN
(Notary's Printed Name)

Seal My Commission Expires:

