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August 27, 2002

E-MAIL ADDRESS

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS** together with **CERTIFICATE OF GOOD STANDING**, along with a check in the amount of \$78.75 for the applicable filing fees and fees to obtain a **Certified Copy** for the following entity:

CHURCHILL TRAILERS, INC., a Michigan corporation

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May
Jill W. May

BK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 AUG 27 AM 10:05
Enclosures

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CHURCHILL TRAILERS, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. MICHIGAN 3. 38-3069460 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. AUGUST 24, 1992 5. PERPETUAL (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 7208 SAND LAKE ROAD, SUITE 202, ORLANDO, FL 32819 (Principal office address) 7208 SAND LAKE ROAD, SUITE 202, ORLANDO, FL 32819 (Current mailing address)

8. EQUIPMENT SALES AND LEASING (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) Name: GUY S. HAGGARD Office Address: 301 E. PINE STREET, SUITE 1400 ORLANDO, Florida 32801 (City) (Zip code)

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10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature) GUY S. HAGGARD

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: JOSEPH V. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202
ORLANDO, FL 32819

Vice Chairman: MARILYN R. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202
ORLANDO, FL 32819

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: JOSEPH V. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202
ORLANDO, FL 32819

Vice President: MARILYN R. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202
ORLANDO, FL 32819

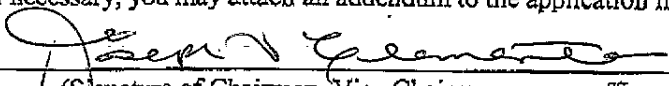
Secretary: JOSEPH V. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202, ORLANDO, FL 32819

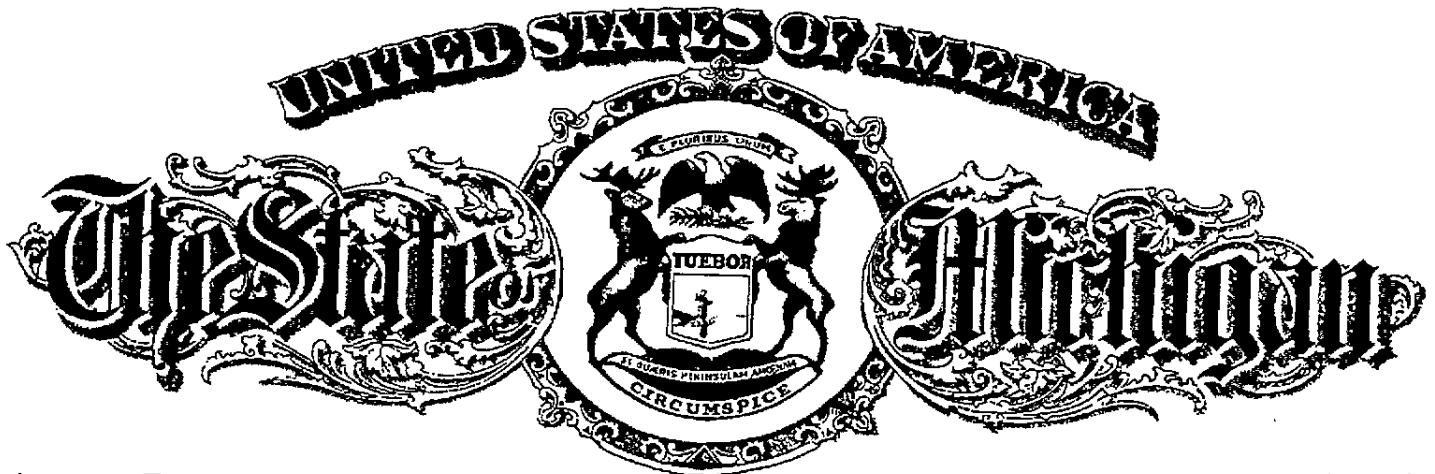
Treasurer: MARILYN R. CLEMENTE

Address: 7208 SAND LAKE ROAD, SUITE 202, ORLANDO, FL 32819

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. **X** 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. JOSEPH V. CLEMENTE, PRESIDENT
(Typed or printed name and capacity of person signing application)



Michigan Department of Consumer and Industrial Services

Lansing, Michigan

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TALLAHASSEE, FLORIDA

This is to Certify That

CHURCHILL TRAILERS, INC.

was validly incorporated on August 24, 1992, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 21st day of August, 2002

Andrew S. Mitchell, Director

Bureau of Commercial Services