

Document Number Only

F97000005739

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002333887--7

-10/30/97--01052--018

*****35.00 *****35.00

700002333887--7

-10/30/97--01052--019

*****35.00 *****35.00

700002333887--7

-10/30/97--01052--020

*****52.50 *****52.50

Compag Capital Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

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Verifier

Acknowledgment

W.P. Verifier

10-30

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DIVISION OF CORPORATIONS

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. Compaq Capital Corporation
(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. Delaware
(State or country under the law of which it is incorporated)
3. 76-0523923
(FEI number, if applicable)
4. January 1, 1997
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 100 Woodbridge Center Drive, Woodbridge, New Jersey 07095
(Current mailing address)
8. The Company is in the business of providing lease, loan and other types of financing.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Theresa Taylor, Asst. Sec.
(Registered agent's signature) (Officer)

Theresa Taylor - Asst. Sec.

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Earl L. Mason
Address: Compag Computer Corporation CC A11842 MS
110803 20555 SH 249
Houston, Texas 77070-2698

Vice Chairman: _____
Address: _____

Director: Irving H. Rothman
Address: Compag Capital Corporation 100 Woodbridge
Center Drive
Woodbridge, New Jersey 07095

Director: _____
Address: _____

B. OFFICERS

President: see attached list of officers
Address: _____

Vice President: _____
Address: _____

Secretary: _____
Address: _____

Treasurer: _____

Address: _____

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

13. _____

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

14. G. Daniel McCarthy, Secretary

(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Compaq Capital Corporation**

1. Irving H. Rothman, President & CEO
Compaq Capital Corporation 100 Woodbridge Center Drive
Woodbridge, New Jersey 07095
2. G. Daniel McCarthy, Vice President, Chief Counsel & Secretary
Compaq Capital Corporation 100 Woodbridge Center Drive
Woodbridge, New Jersey 07095
3. Gerri A. Gold, Vice President, Corporate Development
Compaq Capital Corporation 100 Woodbridge Center Drive
Woodbridge, New Jersey 07095
4. Linda S. Auwers, Assistant Secretary
Compaq Computer Corporation CC A11842 MS 110701 20555 SH 249
Houston, Texas 77070-2698

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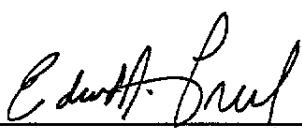
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPAQ CAPITAL CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 1997.

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

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SECRETARY OF STATE
DIVISION OF REVENUE
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Edward J. Freel, Secretary of State

2703549 8300

AUTHENTICATION:

8725484

DATE:

971363352

10-28-97