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F98000005605

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

100002658061--2
-10/07/98--01083--014
*****70.00 *****70.00

CORPORATION(S) NAME

Transamerica Equipment Financial Services Corporation

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution/Withdrawal
- Limited Liability Company
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Name Registration
- Change of R.A.
- Fictitious Name
- UCC-1 Financing Statement
- UCC-3 Filing
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**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. Transamerica Equipment Financial Services 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. 36-4247275 (FEI number, if applicable)

- 4. August 25, 1998 (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. 9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018
(Current mailing address)

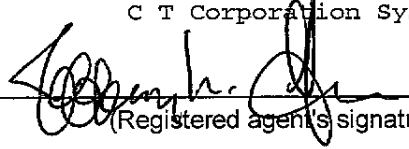
- 8. Provide equipment financing to commercial borrowers
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

- 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

(Registered agent's signature) (Officer)
Jeffrey R. Graves, Asst. Secretary
(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: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

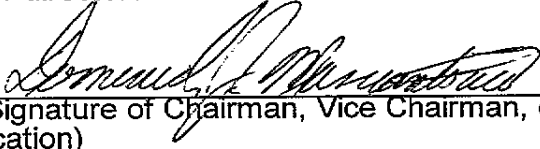
Secretary: _____

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. ^{Senior} Dominick J. Masciantonio, Vice President _____
(Typed or printed name and capacity of person signing application)

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Transamerica Equipment Financial Services Corporation

Directors

Name	Business Address	Residence	Social Security Number
Jay S. Holmes	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	24790 Indian Grass Court, Barrington, Illinois 60010	183-38-6037
Mitch Vernick	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	636 South County Line Road, Hinsdale, Illinois 60521	363-50-5289
Stephen H. Foltz	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	2460 North Calhoun Road, Brookfield, Wisconsin 53005	393-44-4035

Officers

Name	Title	Business Address	Residence	Social Security Number
Jay S. Holmes	President	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	24790 Indian Grass Court, Barrington, Illinois 60010	183-38-6037
Stephen H. Foltz	Senior Vice President and Chief Financial Officer	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	2460 North Calhoun Road, Brookfield, Wisconsin 53005	393-44-4035
Dominick J. Masciantonio	Senior Vice President	Two Ravinia Drive, Suite 700, Atlanta, Georgia 30346	691 Woodmont Drive, Marietta, Georgia 30062	162-52-7971
Vincent Hillery	Vice President, Secretary & General Counsel	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	1954 North Dayton Street, Chicago, Illinois 60614	228-94-9958
John J. Mohr	Vice President - Tax	5595 Trillium Boulevard, Hoffman Estates, Illinois 60192	423 Prides Run, Lake in The Hills, Illinois 60102	149-38-1948
Mary F. Krakowski	Assistant Secretary	9399 West Higgins Road, Suite 600, Rosemont, Illinois 60018	506 Provident Avenue, Winnetka, Illinois 60093	331-54-0594
Rosalie Reynolds	Assistant Secretary	5595 Trillium Boulevard, Hoffman Estates, Illinois 60192	7834 South Linder Burbank, IL 60459	340-62-6685

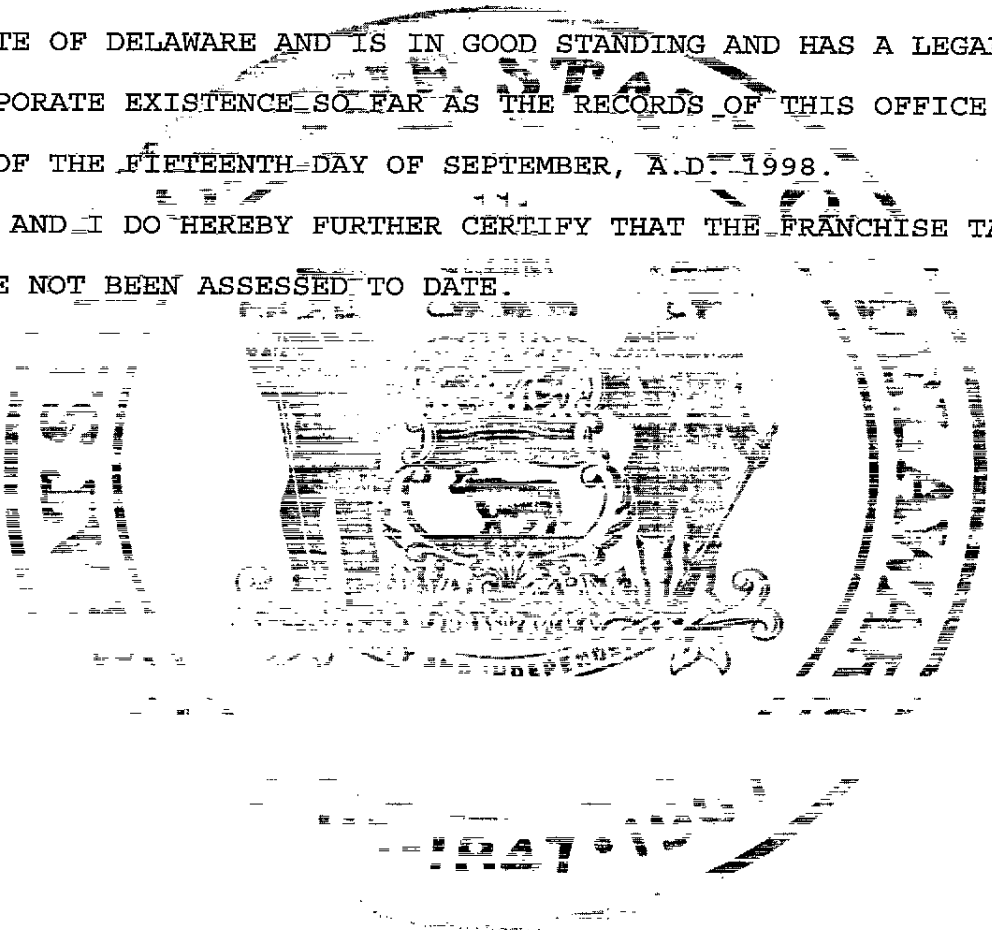
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRANSAMERICA EQUIPMENT FINANCIAL SERVICES 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 1998.

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9303069
DATE: 09-15-98