

# State of Idaho

## Department of State

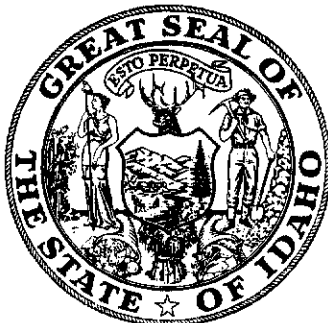
### CERTIFICATE OF AUTHORITY OF

WALDEN AUTO LEASING II, INC.  
File number C 113975

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WALDEN AUTO LEASING II, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to WALDEN AUTO LEASING II, INC. to transact business in this State under the name WALDEN AUTO LEASING II, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 4, 1996



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*[Signature]*

# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is WALDEN AUTO LEASING II, INC.
2. The name which it shall use in Idaho is \_\_\_\_\_
3. It is incorporated under the laws of Florida
4. Its date of incorporation is 2/27/92 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is  
9800 BACHMAN ROAD, ORLANDO, Florida 32824
6. The address to which correspondence should be addressed, if different than item 5, is  
601 LAKESHORE PARKWAY, STE 1420, MINNEAPOLIS, Minnesota 55305
7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701  
\_\_\_\_\_, and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>DENNIS E. HECKER</u>	<u>SECRETARY and Director</u>	<u>601 LAKESHORE PARKWAY, STE 1420, MINNEAPOLIS, Minnesota</u>
<u>JOHN E. KEPHART</u>	<u>VICE PRESIDENT</u>	<u>601 LAKESHORE PARKWAY, STE 1420, MINNEAPOLIS, Minnesota</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: 2/29/96

WALDEN AUTO LEASING II INC.

(Corporation name)

John E. Kephart  
Its President, Vice President, Secretary or Assistant Secretary  
(please specify)

JOHN E. KEPHART

Secretary of State use only IDAHO SECRETARY OF STATE CCAP

DATE 03/04/1996 0900 42282

CK #: 13000371 CUST# 15948

AUTH PRO

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EXPEDITE C 1@ 20.00= 20.00

#: C

MAR 4 10 55 AM '96

SECRETARY OF STATE  
STATE OF FLORIDA

# State of Florida



## Department of State

I certify from the records of this office that WALDEN AUTO LEASING II, INC., is a corporation organized under the laws of the State of Florida, filed on February 27, 1992.

The document number of this corporation is V17280.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1995, that its most recent annual report was filed on March 14, 1995, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capitol, this the  
Twenty-second day of February, 1996



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State