

Filing Fee: \$100.00



101739

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

100 NORTH MAIN STREET  
PROVIDENCE, RHODE ISLAND  
02903-1335

FOREIGN LIMITED PARTNERSHIP  
APPLICATION FOR  
CERTIFICATE OF REGISTRATION  
OF

RECEIVED  
JUN 24 1998  
OFFICE OF THE  
SECRETARY OF  
STATE

MetLife Capital Credit, L.P.

To the Secretary of State  
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST. The name of the limited partnership including without abbreviation the words limited partnership is  
MetLife Capital Credit, Limited Partnership  
and, if different, the name which it proposes to register and transact business in the State of Rhode Island is  
Same as above  
(If not applicable, so state)

SECOND It is organized under the laws of Delaware  
and the date of its formation is 12/13, 1986

THIRD. The general character of the business it proposes to transact in Rhode Island is:  
Leasing

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JUN 24 1998

By 208148

FOURTH The Rhode Island address of its proposed agent for service of process on the foreign limited partnership is 123 Dyer Street, Providence, R. I. 02903

and the name of the agent resident in Rhode Island at that address is  
SYSTEM

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SECRETARY OF  
STATE

Dated APRIL 23RD, 1998.

metLife Capital Credit, L.P.  
(Exact name of Limited Partnership making application)

By Wm Waterfield  
General Partner (s)  
William M. Waterfield, V.P.  
CLJFINCO, Inc., G.P.

State of WASHINGTON

County of KING

} Sc.

AL BELLEVUE, WASHINGTON in said county on this 23RD  
day of APRIL, 1998, personally appeared before me  
W.M. Waterfield  
who, being by me first duly sworn, declared that he/she is a General Partner of the  
CLJFINCO, INC., that he/she signed the foregoing  
document as a General Partner of the limited partnership, and that the statements therein contained are true.

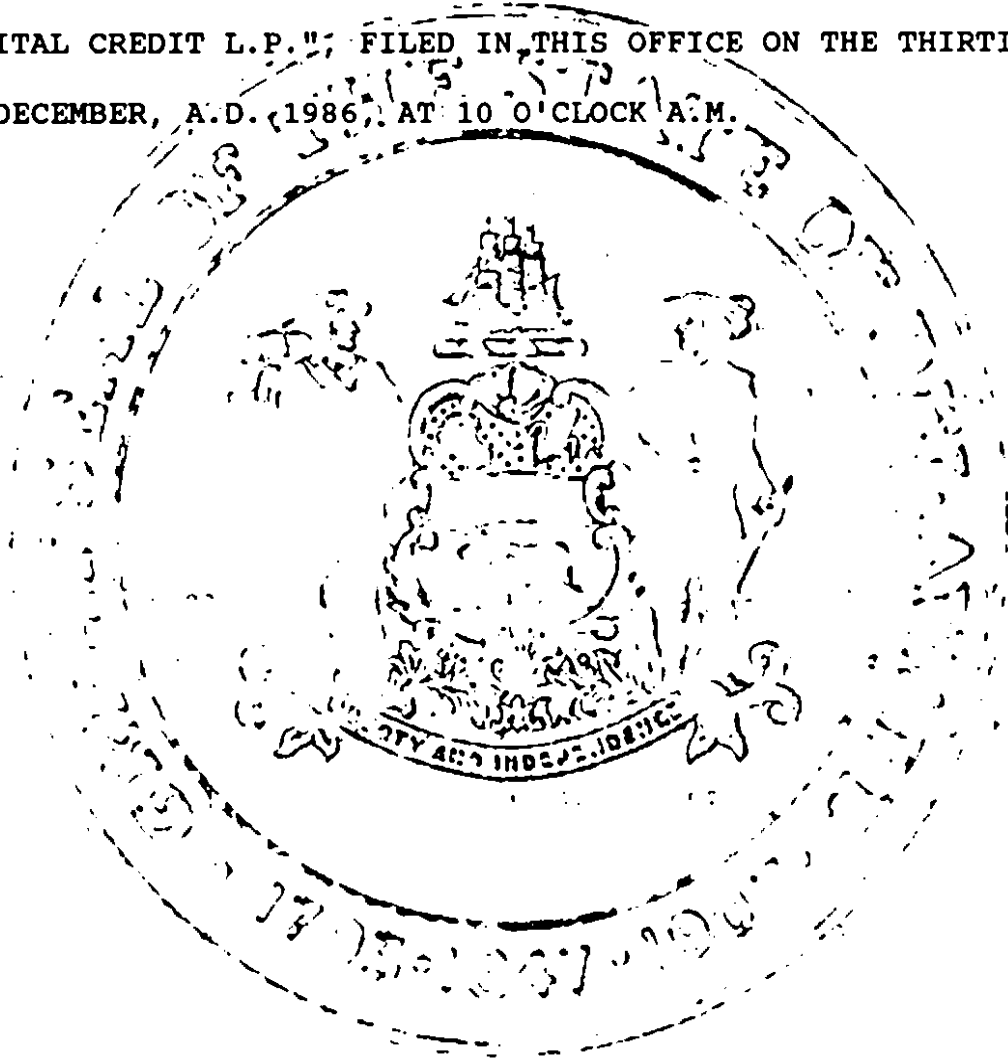
Michelle Strid  
Notary Public

Michelle Strid

State of Delaware  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "METLIFE CAPITAL CREDIT L.P." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1986, AT 10 O'CLOCK A.M.



Edward J. Freel, Secretary of State

2113313 8100

981167227

AUTHENTICATION:

DATE:

9057673

05-01-98

MetLife Capital Corporation  
10900 NE 4th Street, Suite 500, Bellevue, WA 98004-5853  
Mailing Address: C-97550, Bellevue, WA 98009-7550  
Tel 425 451-0090

**MetLife**<sup>®</sup> Capital

10900 NE 4th Street, Suite 500  
Bellevue, WA 98004-5853  
Tel 425 451-0090

To Whom It May Concern:

This letter shall serve as written consent and authority by MetLife Capital Financial Corporation, a corporation organized under the laws of the State of Delaware, to the use of the name, MetLife Capital Credit, Limited Partnership, a limited partnership desiring to qualify in the State of Rhode Island.

IN WITNESS WHEREOF, MetLife Capital Financial Corporation has caused this consent to be executed by its Chief Executive Officer and attested by its secretary, this 15th day of June, 1998.

METLIFE CAPITAL FINANCIAL CORPORATION

MetLife Capital Corporation  
10900 NE 4th Street, Suite 500, Bellevue, WA 98004-5853  
Mailing Address: C-97550, Bellevue, WA 98009-7550  
tel 425 451-0090

**MetLife**<sup>®</sup> Capital

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IN WITNESS WHEREOF, MetLife Capital Corporation has caused this consent to be executed by its President and attested by its secretary, this 15th day of June, 1998.

METLIFE CAPITAL CORPORATION