

State of Idaho

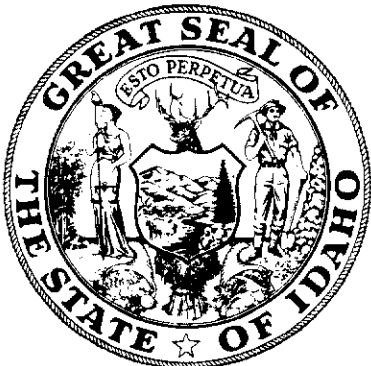
Department of State

AMENDED CERTIFICATE OF AUTHORITY OF TRI-CONTINENTAL LEASING CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of TRI-CONTINENTAL LEASING CORPORATION for an Amended 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 Amended Certificate of Authority to BELL ATLANTIC TRICON LEASING CORPORATION to transact business in this State under the name BELL ATLANTIC TRICON LEASING CORPORATION and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated May 26, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. 742

January 9,

1. A Certificate of Authority was issued to the corporation by your office on _____
85
19 _____, authorizing it to transact business in the State of Idaho under the name of _____
Tri-Continental Leasing Corporation

Bell Atlantic TriCon Leasing Corporation
2. Its corporate name has been changed to _____

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____
Bell Atlantic TriCon Leasing Corporation

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:
No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated February 3, 19 87

By _____

Its Sr. Vice President

And Joseph R. D'Amore

Assistant

Its _____ Secretary

STATE OF New Jersey)

COUNTY OF Bergen) ss:

I, Donna Cornevale, a notary public, do hereby certify that on this
3rd day of February, 19 87, personally appeared

(continued on reverse)

before me James W. Boyan who being by me first duly sworn,
declared that he is the Senior Vice President of Bell Atlantic TriCon Leasing Corporation

that he signed the foregoing document as Senior Vice President of the corporation and
that the statements therein contained are true.

Donna Carnevale
Notary Public

DONNA CARNEVALE
Notary Public
17 Commerce Street, Suite 200, New York, NY 10014

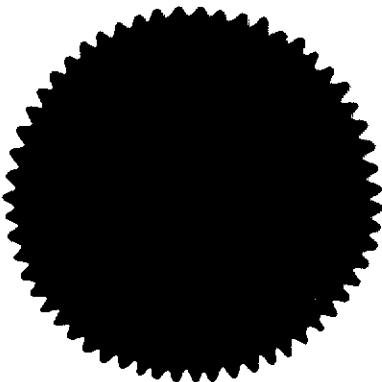


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "TRI-CONTINENTAL LEASING CORPORATION", filed a
Certificate of Amendment, changing its corporate title to "BELL ATLANTIC TRICON
LEASING, INC.", on the twenty-first day of October, A.D. 1986, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-third *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-seven.



Michael Harkins
Michael Harkins, Secretary of State

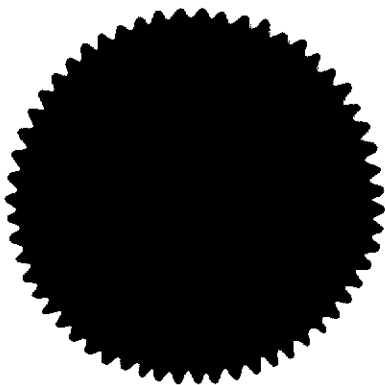


State
of
DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "BELL ATLANTIC TRICON LEASING, INC.", filed a Certificate
of Amendment, changing its corporate title to "BELL ATLANTIC TRICON LEASING CORPORATION",
on the twenty-eighth day of January, A.D. 1987, at 10 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this twenty-third *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-seven.



Michael Harkins
Michael Harkins, Secretary of State