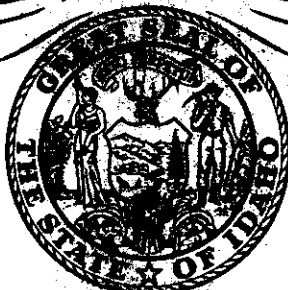


State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ROCHESTER CAPITAL LEASING CORPORATION

a corporation duly organized and existing under the laws of **New York** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Fourteenth** day of **August**, 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **Fourteenth** day of **August**, 19 **64**, a designation of **T. H. Eberle or W. C. Boden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **August**, A.D. 19 **64**.

Secretary of State.

CERTIFICATE OF INCORPORATION
OF
ROCHESTER CAPITAL LEASING CORPORATION

Pursuant to Article Two of the Stock Corp-
oration Law of the State of New York

We, the undersigned, desiring to form a stock corporation, pursuant to the provisions of Article Two of the Stock Corporation Law of the State of New York, DO HEREBY CERTIFY as follows:

FIRST: The name of the Corporation is ROCHESTER CAPITAL LEASING CORPORATION.

SECOND: The purposes for which it is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

(1) To buy, sell, exchange, lease and deal in ²⁹³²⁰⁷ at wholesale or retail and as principal or agent, business, commercial and institutional furnishings, furniture, carpets, desks, rugs, beds, bedding, electric appliances of all types and description and goods, wares and merchandise and personal property of every class and description includ-

ing machinery, equipment and supplies and any and all kinds of implements and articles of manufacture and any, and all kinds of mechanical apparatus.

(2) To acquire by purchase or otherwise, hold, own, develop, improve, construct, erect, alter, maintain, operate, sell, convey, exchange, mortgage, lease and otherwise deal or trade in and dispose of, in any lawful capacity, factories, mills, plants, machinery, and any and all other structures, facilities and establishments, and such real and personal property and any estate, interest or right therein as may be necessary or incidental to the business of the Corporation.

(3) To acquire by purchase, devise, exchange, concession, easement, contract, lease or otherwise, to hold, own, use, control, manage, improve, maintain and develop, to mortgage, pledge, grant, sell, convey, exchange, assign, divide, lease, sublease, or otherwise encumber and dispose of, and to deal and trade in, real estate improved or unimproved, lands, leaseholds, options, concessions, easements, tenements, hereditaments and interests in real, mixed, and personal property, of every kind and description wheresoever situated, and any and

all rights therein.

(4) To manage, operate, service, equip, furnish, alter, and keep in repair buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the business of managing and operating real and personal property of any and all kinds.

(5) To lend money or make advances from time to time to such extent, to such borrowers, on such terms, and on such security, if any, as the Board of Directors of the Corporation may determine, but only to the extent permitted corporations organized under the Stock Corporation Law.

(6) To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired, or acquired under the Stock Corporation Law of the State of New York.

(7) To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue

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promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the Corporation, and, if deemed proper, to secure the payments of any such obligations by mortgage, pledge, deed of trust or otherwise.

(8) To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness

or obligations or evidences of any interest in respect thereof.

(9) To purchase, hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted to corporations organized under the laws of the State of New York; provided, that the Corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, except as otherwise permitted by law, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

(10) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes

and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto; and

(c) franchises, licenses, grants and concessions.

(11) To acquire and to take over as a going concern and thereafter to carry on the business of any person, firm, or corporation engaged in any business which this Corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

(12) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold,

mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

(13) To undertake, contract for or carry on any business incidental to any of the objects or purposes of the Corporation.

(14) To do any of the things hereinbefore enumerated for itself or for account of others and to make and perform contracts for doing any part thereof.

(15) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized under Article Two of the Stock Corporation Law.

(16) To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the further-

ance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

Nothing herein contained shall be construed to authorize this corporation to do any act limited to corporations formed pursuant to the Banking Law, Insurance Law, Railroad Law or the Transportation Corporations Law of the State of New York.

The foregoing provisions of this Article SECOND shall be construed both as purposes and powers, and each as an independent purpose and power in furtherance of, and not in limitation of, the powers granted to the Corporation by virtue of its organization under the provisions of the Stock Corporation Law of the State of New York; and the purposes and powers hereinbefore specified shall, except when otherwise provided in this Article SECOND, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of this Certificate of Incorporation; provided that nothing herein contained shall be construed as authorizing the Corporation to carry on any business, or to exercise any power, or to do any act which a corporation now or hereafter organized under the Stock Corporation Law may not at the time lawfully carry on, exercise or do, and

provided further that the Corporation shall not carry on any business or exercise any power in any state, territory or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

THIRD: The amount of the capital stock shall be Eight Hundred Thousand Dollars (\$800,000.00), consisting of Five Hundred Fifty Thousand (550,000) shares of Class A Common Stock of the par value of One Dollar (\$1.00) per share (hereinafter called Class A Stock) and Two Hundred Fifty Thousand (250,000) shares of Class B Common Stock of the par value of One Dollar (\$1.00) per share (hereinafter called Class B Stock).

FOURTH: 1. The preferences, privileges and voting powers of the shares of each class, and the restrictions and qualifications thereof, shall be equal, as though stock of one class, in all respects except as follows:

A. Cash Dividends. The holders of shares of Class A Stock and the holders of shares of Class B Stock shall be entitled to receive non-cumulative cash dividends as shall be declared thereon from time to time by the Board of Directors, in its discretion, from

any funds legally available for the payment of dividends at the rate of one cent (1¢) per share during each calendar year; provided, however, that no cash dividend in such amount shall be declared upon either the outstanding shares of Class A or Class B Stock unless at the same time such cash dividend in such amount shall be paid upon both the outstanding shares of Class A and B Stock; and provided further that after the payment of such cash dividends in the amounts specified only the holders of shares of Class A Stock shall be entitled to receive any cash dividends in such amounts as shall be declared thereon from time to time in any given calendar year by the Board of Directors, in its discretion, from any funds legally available for the payment of dividends.

B. Stock Dividends, Capital Changes,
etc. Without limiting the generality of any other provisions contained in this Article FOURTH, any (1) division or combination of shares of the stock of the Corporation, or (2) stock dividend on the stock of the Corporation, or (3) change in the number of shares of or character of such stock by recapitalization, reclassification or otherwise, or (4) dividends payable otherwise than in cash,

or other distributions with respect to shares of stock except cash dividends thereon as provided in paragraph A hereinabove, shall be made, accomplished or carried out proportionately, as though shares of Class A Stock and shares of Class B Stock were stock of the same class; provided that, when applicable, any of the foregoing changes shall be made in, or by means of, shares of Class A Stock with respect to the Class A Stock and shares of Class B Stock with respect to the Class B Stock; and provided further that the Corporation shall not be required to issue a fraction of a share of either Class A Stock or of Class B Stock, but shall make such provision with respect to any fractional interest that any holder may have in any such share as shall be determined by the Board of Directors of the Corporation.

C. Conversion. Any holder of Class B Stock may, on any Conversion Date (as hereinafter defined), convert any or all shares of Class B Stock owned by him into shares of Class A Stock, at the rate of one (1) share of Class A Stock for each one (1) share of Class B Stock so converted, subject to the following terms and conditions:

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(1) "Conversion Date" shall mean December 1, 1964; December 1, 1965; December 1, 1966; December 1, 1967; December 1, 1968; December 1, 1969; and any business day after December 1, 1969; provided, however, that if any of the foregoing days or dates shall be a day or date when the books for the transfer of Class A Stock or of Class B Stock shall be closed, or shall fall in a period between the record date and the payment date for any dividend, or shall fall on a day which is not a business day, then such Conversion Date shall be deemed to be the next day or date after the reopening of such books, or the next day or date after such payment date, or the next business day, as the case may be.

(2) The number of shares of Class B Stock convertible into shares of Class A Stock shall be limited as follows:

(a) Prior to December 1, 1964, no shares of Class B Stock shall be convertible into Class A Stock;

(b) From and including December 1, 1964, to but not including December 1, 1965, there shall

be convertible, into shares of Class A Stock, on the Conversion Dates falling in such period, no more than an aggregate of Forty Thousand Seven Hundred Fourteen (40,714) shares of Class B Stock;

(c) From and including December 1, 1965, to but not including December 1, 1966, there shall be convertible, into shares of Class A Stock, on the Conversion Dates falling in such period, no more than an aggregate of Eighty Thousand Seven Hundred Fourteen (80,714) shares of Class B Stock (which number shall include the Forty Thousand Seven Hundred Fourteen (40,714) shares so convertible prior to December 1, 1966);

(d) From and including December 1, 1966, to but not including December 1, 1967, there shall be convertible, into shares of Class A Stock, on the Conversion Dates falling in such period, no more than an aggregate of One Hundred Twenty Thousand Seven Hundred Fourteen (120,714) shares of Class B Stock (which number shall include the Eighty Thousand Seven Hundred Fourteen (80,714) shares so convertible prior to December 1, 1967);

(e) From and including December 1, 1967, to but not including December 1, 1968, there

shall be convertible, into shares of Class A Stock, on the Conversion Dates falling in such period, no more than an aggregate of One Hundred Sixty Thousand Seven Hundred Fourteen (160,714) shares of Class B Stock (which number shall include the One Hundred Twenty Thousand Seven Hundred Fourteen (120,714) shares so convertible prior to December 1, 1968);

(f) From and including December 1, 1968, to but not including December 1, 1969, there shall be convertible into shares of Class A Common Stock, on the Conversion Dates falling in such period, no more than an aggregate of Two Hundred Thousand Seven Hundred Fourteen (200,714) shares of Class B Stock (which number shall include the One Hundred Sixty Thousand Seven Hundred Fourteen (160,714) shares so convertible prior to December 1, 1969);

(g) From and after December 1, 1969, there shall be convertible, into shares of Class A Stock on any Conversion Dates, any and all shares of Class B Stock then still outstanding.

(h) Notwithstanding the foregoing on December 1, 1970, all shares of Class B Stock which as at December 1, 1969, shall not have been converted, shall be converted, pro-rata, to the nearest whole share, in accordance with the number of shares of Class B Stock

held by each holder thereof at such time into fully paid and non-assessable shares of Class A Stock of the Corporation as if such shares of Class B Stock had been converted at the option of such holders.

(3) The shares of Class B Stock, within the limits above stated, shall be converted into

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shares of Class A Stock in the following manner:

(a) Each holder of record of outstanding shares of Class B Stock desiring to convert any such shares shall, on or before 12 o'clock noon on the desired Conversion Date, deposit with the Treasurer of the Corporation, at the principal office of the Corporation, duly endorsed for transfer, certificates representing such number of shares of Class B Stock as such holder shall desire to convert, together with instructions as to the name and address of the person or persons to whom certificates representing the Class A shares, into which the deposited shares of Class B Stock shall be converted, shall be issued;

(b) On such Conversion Date, there shall be converted, for the account or to the order of such depositing holder, either (i) all of the shares deposited by him for conversion, if the aggregate number of shares so deposited (duly endorsed) by all holders of Class B Stock on such Conversion Date shall not exceed the aggregate number of shares convertible, as hereinabove set forth, on such Conversion Date, or (ii) such number of shares (to the nearest whole number) as shall result

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by multiplying the maximum number of shares convertible, as hereinabove set forth, by a fraction consisting of the number of shares deposited by the particular holder as a numerator and the number of shares deposited by all depositing holders as a denominator;

(c) Promptly thereafter, each depositing holder shall be advised of the number of shares converted for his account or to his order, and there shall be delivered to him (or in accordance with his instructions) all shares of Class A Stock to which he (or persons designated by him) shall be entitled; and there shall be returned to him all unconverted shares of Class B Stock, if any; and

(d) The Secretary of the Corporation shall cause each holder of record of Class B Stock to be notified of the Conversion Dates, approximately one month before each such Conversion Date (to and including December 1, 1969, but not thereafter), and of the aggregate number of shares of Class B Stock convertible on such Conversion Dates, but the failure of the Secretary to give such notice to such holders, or any of them, shall not in any wise alter or affect the rights of such holders;

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or any of them, to convert shares of Class B Stock as above set forth.

(4) For purposes of entitlement to dividends, and for all other purposes whatsoever, the shares of Class B Stock surrendered shall be deemed to have been converted, within the limits hereinabove set forth, and the person converting the same (or his designees) to have become the holder of record of the corresponding number of shares of Class A Stock, as of the close of business on the Conversion Date.

xxxxxxAnythingxxxxxxxcontrary
notwithstandingxxxxxxexecutivexxxxxxxx
representativexxxxxxxdeceasedxholderxxxxxx
stockxxxxxximmediatelyxxxxxxwithoutxxxxxxany
xxxxxxasxxxxxxdefinedxxxxxxofxxxxxxclass
xxxxxxofxxxxxxholderxxxxxxofxxxxxxstockxxxxxx
depositxxxxxxwithxxxxxxtreasurxxxxxxcorporationxxxxxxappropriately
endorsedxxxxxxforxxxxxxtransferxxxxxxcertificatesxxxxxxrepresentingxxxxxxsuchxxxxxxshares
ofxxxxxxclassxxxxxxtogetherxxxxxxwithxxxxxxevidencexxxxxxxofxxxxxxthexxxxxxauthorityxxxxxxof
thexxxxxxexecutivexxxxxxxadministratxxxxxxpersonxxxxxxrepresentativexxxxxxxofxxxxxx

(5) The Corporation shall, so long as any of the Class B Stock is outstanding, reserve and keep available out of its authorized and unissued shares of the Class A Stock, solely for the purpose of effecting a con-

version of the Class B Stock, such number of shares of Class A Stock as shall from time to time be sufficient to effect the conversion of all shares of the Class B Stock then issued.

(6) The Corporation shall pay any and all taxes which may be imposed with respect to the issuance and delivery of shares of Class A Stock upon the conversion of Class B Stock, provided that except for conversions by an executor, administrator or personal representative of a deceased holder of shares of Class B Stock the Corporation shall not be required in any event to pay any transfer or other taxes by reason of the issuance of such shares in names other than those in which the Class B Stock surrendered for conversion may stand, and no such conversion or issuance of shares of Class A Stock shall be made unless and until the person requesting such issuance has paid to the Corporation the amount of any such tax, or has established to the satisfaction of the Corporation and its transfer agent that such tax has been paid, or is not required to be paid.

(7) Shares of Class B Stock surrendered for conversion shall not be reissued; and the Board of Directors of the Corporation may at any time take appropriate action to eliminate such shares from the authorized capital stock of the Corporation.

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D. Voting. Except as herein otherwise expressly provided, and as otherwise required by law, each share of Class A Stock and each share of Class B Stock shall have equal voting rights, and each holder of shares of the Class A Stock or of the Class B Stock entitled to vote shall have one vote, in person or by proxy, for each share thereof held; provided, however, that no change in the Certificate of Incorporation that would affect either class adversely in relation to the other shall be made without the affirmative vote of two-thirds in interest of the adversely affected class.

E. Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of Class A Stock and Class B Stock shall be entitled to share ratably in the distribution of the assets of the Corporation upon the basis that they would have shared had all the Class B Stock been converted into Class A Stock immediately prior to such liquidation, dissolution or winding up. Neither the consolidation nor the merger of the Corporation into or with any other corporation or corporations, nor merger of any other corporation into

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the Corporation, nor a reorganization of the Corporation, nor the purchase or redemption of all or part of the outstanding shares of any class or classes of the stock of the Corporation, nor a sale or transfer of the property and business of the Corporation as, or substantially as, an entirety, shall be deemed a liquidation, dissolution or winding up the affairs of the Corporation within the meaning of any of the provisions of this paragraph E.

XXXXXX Unclaimed Dividends XXXX Anything herein in the contrary notwithstanding, any and all dividends, interest, and other monies due or to become due to any shareholder of the Corporation, whether in cash, stock or otherwise, which dividends, interest and other monies are not claimed by the stockholder entitled thereto for a period of six (6) months after the date of the payment of such dividends, interest and other monies, shall be and be deemed to be extinguished and abandoned and such unclaimed dividends in the possession of the Corporation, and such monies shall be and be deemed to be the absolute property of the Corporation, free and clear of any and all claims of any persons whatsoever.

2. The Corporation, acting by its Board of

Directors, without action by the stockholders, shall have power to create and issue, from time to time, whether or not in connection with the issue and sale of any shares of stock or other securities of the Corporation, rights, warrants, or options entitling the bearer or registered owner or holder thereof to purchase from the Corporation or to convert other securities of the Corporation into any shares of its capital stock of any class or classes then authorized, such rights/^{warrants} or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which, the time or times (which may be limited or unlimited in duration) at or within which, and the price or prices at which any such shares may be purchased from the Corporation or so converted upon the exercise of any such right, warrant or option shall be such as shall be fixed and stated in the resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights, warrants or options, and, in every case, set forth or incorporated by reference in the instrument or instruments evidencing such rights, warrants or options; provided, however, that in case the shares of stock of the Corpora-

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tion to be issued on the exercise of such rights, warrants or options shall be shares having a par value, the price or prices to be received therefor shall be not less than such par value. Such rights, warrants or options may be in bearer or registered form with such provisions, if any, with reference to signatures by one or more transfer agents and/or registrars as the Board of Directors may deem advisable or may be incorporated in other securities of the Corporation; and the form of such rights, warrants or options, the rights evidenced thereby, the provisions preserving such rights and all matters concerning the same shall, subject to all the provisions hereof, be fixed by the Board of Directors. The issue of rights, warrants or options by the Board of Directors as herein provided shall, of itself, without further action by the Board of Directors or by the stockholders of any class, constitute the irrevocable obligation of the Corporation for the issue, upon the exercise of said rights, warrants or options in accordance with their terms, of all shares of stock called for by the rights, warrants or options so exercised and for the performance of all agreements set forth in such rights, warrants or options. In the absence of actual fraud'

in the transaction, the judgment of the Board of Directors as to the consideration for the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive. The Corporation shall at all times reserve unissued a number of shares of stock of the class or classes called for by outstanding rights, warrants or options sufficient to satisfy all such rights, warrants or options.

3. The Board of Directors shall have authority, within the limits prescribed by law, to determine that only a part of the consideration which may be received by the Corporation for any of the shares of its capital stock which it shall issue from time to time, shall be capital.

4. Except as otherwise provided herein, whenever the Corporation shall have purchased or shall have otherwise reacquired shares of its Class A Stock, or of its Class B Stock, the Board of Directors may eliminate any or all of said reacquired shares from the capital stock of the Corporation or may restore said reacquired shares to the status of authorized but unissued shares, in accordance with the provisions of Section 29 of the Stock Corporation Law.

FIFTH: The office of the Corporation is to be

located in the City of Rochester, County of Monroe, all in the State of New York.

The address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation, which may be served upon him is 8 Jay Street, Rochester, New York.

SIXTH: The duration of the Corporation is to be perpetual.

SEVENTH: The number of directors shall be not less than three nor more than eleven.

Directors need not be stockholders.

EIGHTH: The names and post-office addresses of the directors until the first annual meeting of the stockholders are as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> |
|-------------------|--|
| Hyman Goldstein | 1600 East Avenue Rochester 10, New York |
| Joseph Goldstein | 1011 University Avenue Rochester 7, New York |
| Alan J. Goldstein | The Highlands, Wiener Road Rochester 22, New York |
| Richard Osur | 485 Hollybrook Road Henrietta, New York |

NINTH: The names and post-office addresses of

each subscriber to this Certificate and the number of shares of stock which each agrees to take are as follows:

| <u>NAME</u> | <u>POST OFFICE ADDRESS</u> | <u>NO. OF SHARES</u> |
|-------------------|---|----------------------|
| Hyman Goldstein | 1600 East Avenue Rochester 10, New York | 1 |
| Joseph Goldstein | 1011 University Avenue Rochester 7, New York | 1 |
| Alan J. Goldstein | The Highlands, Wisner Rd. Rochester 22, New York | 1 |
| Richard Osur | 485 Hollybrook Rd. Henrietta, New York | 1 |

TENTH: All of the subscribers of this Certificate of Incorporation are of full age, at least two-thirds of them are citizens of the United States of America, and at least one of them is a resident of the State of New York, and at least one of the persons named as a director is a citizen of the United States of America and a resident of the State of New York.

ELEVENTH: The Secretary of State is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

TWELFTH: The following provisions are inserted for the regulation and conduct of the affairs of the Corporation, and it is expressly provided that they are

intended to be in furtherance and not in limitation or exclusion of the powers conferred by law.

(1) No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is or are interested in, or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act, or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this Corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this Corporation is relieved from any liability that might

otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

(2) Subject to such restrictions and regulations contained in By-Laws adopted by the stockholders, the Board of Directors may make, alter, amend and rescind the By-Laws, and may provide therein for the appointment of an executive committee from their own members, to exercise all or any of the powers of the Board, which may lawfully be delegated when not in session. The By-Laws may be amended or repealed, at any time, by the stockholders.

(3) The Board of Directors shall have power, in its discretion, to provide for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

(4) By resolution duly adopted by the holders of not less than a majority of the shares of stock then issued and outstanding and entitled to vote at any regular or special meeting of the stockholders of the Corporation duly called and held as provided in the By-Laws of the Corporation, any director or directors of the Corporation may be removed from office at any time or times, with or without

cause. The Board of Directors may at any time remove any officer of the Corporation with or without cause.

(5) Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the Corporation or of any corporation which he served as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from this provision. Any amount payable by way of indemnity shall be determined and paid in accordance with Sections Sixty-five, Sixty-six and Sixty-seven of the General Corporation Law or in such other manner as the Board of Directors may determine; provided, however, that if such amount is paid

otherwise than pursuant to court order or action by the stockholders, the Corporation shall within eighteen (18) months from the date of such payment mail to its stockholders of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts of the payments, and the final disposition of the litigation.

THIRTEENTH: No holder of any of the shares of the Corporation shall be entitled as of right to purchase or subscribe for any unissued shares of any class or any additional shares of any class to be issued by reason of any increase of the authorized shares of the Corporation or bonds, certificates of indebtedness, debentures or other securities convertible into shares of the Corporation or carrying any right to purchase shares of any class, but any such unissued shares or such additional authorized issue of any shares or of other securities convertible into shares, or carrying any right to purchase shares, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its

discretion.

FOURTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have made, signed and acknowledged this Certificate of Incorporation, this 16th day of October, 1961.

Hyman Goldstein (L.S.)
Hyman Goldstein

Joseph Goldstein (L.S.)
Joseph Goldstein

Alan J. Goldstein (L.S.)
Alan J. Goldstein

Richard Osur (L.S.)
Richard Osur

STATE OF NEW YORK }
COUNTY OF MONROE } SS:

On this 16th day of October, 1961, before me,
the subscriber, personally appeared, JOSEPH GOLDSTEIN,
HYMAN GOLDSTEIN and RICHARD OSUR, to me known and known
to me to be the same persons described in and who executed
the within Certificate of Incorporation, and they severally
duly acknowledged to me that they executed the same.

Andrew M. Greenstein

ANDREW M. GREENSTEIN
NOTARY PUBLIC, State of N. Y., Monroe County
My Comm. Expires March 30, 1962

STATE OF NEW YORK }
COUNTY OF MONROE } SS:

On this 24th day of October, 1961, before me the
subscriber, personally appeared ALAN J. GOLDSTEIN,
to me known and known to me to be the same person described
in and who executed the within Certificate of Incorporation
and he duly acknowledged to me that he executed the same.

Andrew M. Greenstein

ANDREW M. GREENSTEIN
NOTARY PUBLIC, State of N. Y., Monroe County
My Comm. Expires March 30, 1962

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STATE OF NEW YORK }
COUNTY OF MONROE } SS:

On this 16th day of October, 1961, before me,
the subscriber, personally appeared, JOSEPH GOLDSTEIN,
HYMAN GOLDSTEIN and RICHARD OSUR, to me known and known
to me to be the same persons described in and who executed
the within Certificate of Incorporation, and they severally
duly acknowledged to me that they executed the same.

Andrew M. Greenstein

ANDREW M. GREENSTEIN
NOTARY PUBLIC, State of N. Y., Monroe County
My Comm. Expires March 30, 1962

STATE OF NEW YORK }
COUNTY OF MONROE } SS:

On this 24th day of October, 1961, before me the
subscriber, personally appeared ALAN J. GOLDSTEIN,
to me known and known to me to be the same person described
in and who executed the within Certificate of Incorporation
and he duly acknowledged to me that he executed the same.

Andrew M. Greenstein

ANDREW M. GREENSTEIN
NOTARY PUBLIC, State of N. Y., Monroe County
My Comm. Expires March 30, 1962

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ROCHESTER CAPITAL LEASING CORPORATION

(Pursuant to Section 36 of the Stock Corpor-
ation Law)

315136

We, the undersigned, being the President and Sec-
retary, respectively, of ROCHESTER CAPITAL LEASING CORPORA-
TION (hereinafter called the Corporation), certify as follows:

FIRST: The name of the Corporation is ROCHESTER
CAPITAL LEASING CORPORATION.

SECOND: The Certificate of Incorporation of the
Corporation was filed in the Office of the Secretary of
State, Albany, New York, on October 25, 1961.

THIRD: The Certificate of Incorporation of the
Corporation is hereby amended to effect one or more of the
changes authorized in Subdivision 2 of Section 35 of the
Stock Corporation Law, to wit, to change provisions with
respect to the conversion privileges of Class B Common Stock
into Class A Common Stock.

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FOURTH: To effect the amendment set forth in Article THIRD of this Certificate of Amendment, the Certificate of Incorporation is hereby amended by striking out Subparagraph C of Paragraph 1 of Article FOURTH in its entirety, which Subparagraph of said Article relates to the conversion privileges of Class B Common Stock into Class A Common Stock, and by substituting in lieu thereof the following:

"C. Conversion. Any holder of Class B Stock may at any time convert any and all shares of Class B Stock owned by him into shares of Class A Stock, at the rate of one (1) share of Class A Stock for each one (1) share of Class B Stock so converted, subject to the following terms and conditions:

(1) The shares of Class B Stock shall be converted into shares of Class A Stock in the following manner:

- (a) Each holder of record of outstanding shares of Class B Stock desiring to convert any such shares shall deposit with the Treasurer of the Corporation at the principal office of the Corporation, duly endorsed for transfer, certificates representing such number of shares of Class B Stock as such holder shall desire to convert, together with instructions as to the name and address of the person or persons to whom certificates representing the Class A shares, into which the deposited shares

of Class B Stock shall be converted, shall be issued; and

- (b) As soon as practicable thereafter there shall be delivered to such depositing holder (or in accordance with his instructions) all shares of Class A Stock to which he (or persons designated by him) shall be entitled.

(2) For purposes of entitlement to dividends, and for all other purposes whatsoever, the shares of Class B Stock surrendered shall be deemed to have been converted, and the person converting the same (or his designee) to have become the holder of record of the corresponding number of shares of Class A Stock, as of the close of business on the date of issue of such Class A Stock.

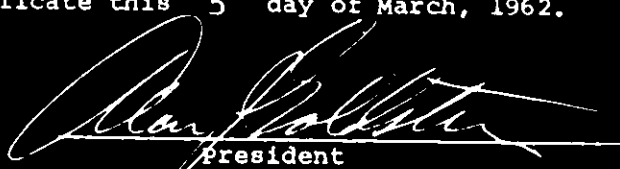
(3) The Corporation shall, so long as any of the shares of Class B Stock are outstanding, reserve and keep available out of its authorized and unissued shares of the Class A Stock, solely for the purpose of effecting a conversion of the Class B Stock, such number of shares of Class A Stock as shall from time to time be sufficient to effect the conversion of all shares of the Class B Stock then issued.

(4) The Corporation shall pay any and all taxes which may be imposed with respect to the issuance and delivery of shares of Class A Stock upon the conversion of Class B Stock, provided that, except for conversions by an executor, administrator or personal representative of a deceased holder

of shares of Class B Stock, the Corporation shall not be required in any event to pay any transfer or other taxes by reason of the issuance of such shares in names other than those in which the Class B Stock surrendered for conversion may stand, and no such conversion or issuance of shares of Class A Stock shall be made unless and until the person requesting such issuance has paid to the Corporation the amount of any such tax, or has established to the satisfaction of the Corporation and its transfer agent that such tax has been paid, or is not required to be paid.

(5) Shares of Class B Stock surrendered for conversion shall not be reissued and the Board of Directors of the Corporation may at any time take appropriate action to eliminate such shares from the authorized capital stock of the Corporation.

IN WITNESS WHEREOF, we have subscribed and acknowledged this Certificate this 5th day of March, 1962.


President


Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF MONROE)

On this 5th day of March, 1962, before me personally came ALAN J. GOLDSTEIN and RICHARD OSUR, to me known to be the persons described in and who executed the foregoing Certificate of Amendment, and who thereupon severally duly acknowledged to me that they executed the same.

Andrew M. Greenstein
Notary Public

My Commission Expires March 15, 1965

STATE OF NEW YORK)
 :SS.:
COUNTY OF MONROE)

ALAN J. GOLDSTEIN and RICHARD OSUR, being duly sworn, depose and say and each for himself deposes and says that he, ALAN J. GOLDSTEIN, is the President of ROCHESTER CAPITAL LEASING CORPORATION; and that he, RICHARD OSUR, is the Secretary thereof; that they have been authorized to execute and file the foregoing Certificate of Amendment by the votes, cast in person or by proxy, of the holders of record of two-thirds of each class of the outstanding shares of Class A Common Stock and Class B Common Stock of the Corporation entitled to vote thereon at a stockholders' meeting at which such votes were cast with relation to the proceedings provided for in the foregoing Certificate of Amendment; that neither the Certificate of Incorporation nor any other certificate filed pursuant to law requires a larger proportion of votes; and that such votes were cast at a Special Meeting of Stockholders of the Corporation held at the office of the Corporation, 8 Jay Street, Rochester, New York, on the 26th day of February, 1962, at 2:00 o'clock in the afternoon, upon a waiver of the notice required by Section 45 of the Stock Corporation Law, provided for by Section 31 of the General Corporation Law, signed by the holders of all of the issued and outstanding shares of Class A Common Stock and Class B Common Stock

entitled to notice or entitled to participate in the action
to be taken.

Clara J. Martin
President

Richard Owen
Secretary

Subscribed and sworn to before me
this 5th day of March, 1962.

Andrew M. Greenstein
Notary Public

My Comm.
No. 1111

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