

Department of State.

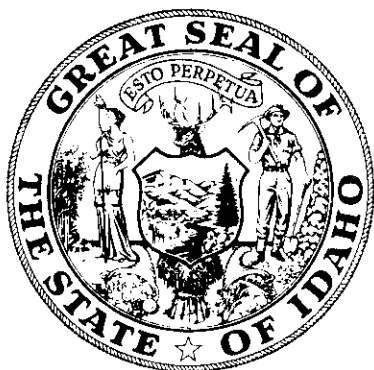
**CERTIFICATE OF AUTHORITY
OF**

EQUITABLE/OMNILEASE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ***EQUITABLE/OMNILEASE CORPORATION*** 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 ***EQUITABLE/OMNILEASE CORPORATION*** to transact business in this State under the name ***EQUITABLE/OMNILEASE CORPORATION*** and attach hereto a duplicate original of the Application for such Certificate.

Dated ***July 25, 1983***



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is EQUITABLE/OMNILEASE CORPORATION
2. *The name which it shall use in Idaho is EQUITABLE/OMNILEASE CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is October 3, 1972 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West 10th Street, Wilmington, Delaware
6. The address to which correspondence should be addressed, if different from that in item 5 10251 Vista Sorrento Parkway, San Diego, California
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
All purpose

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached Sheet	

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$10.00

(continued on reverse)

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	Common	\$10.00

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 17, 1983, 19 83

EQUITABLE/OMNILEASE CORPORATION

By Edward R. Herman
Edward R. Herman

Its _____ President

and John L. Plunkett
John L. Plunkett

Its _____ Secretary

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN DIEGO)

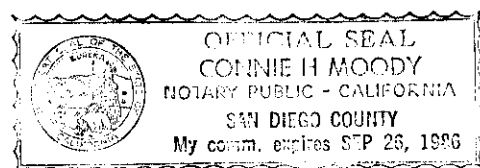
I, Connie H. Moody, a notary public, do hereby certify that on
this 17th day of June, 19 83, personally appeared before

ATTACHMENT TO APPLICATION FOR CERTIFICATE OF AUTHORITY, IDAHO (Form ACA 779), DATED June 17, 1983.

State of California) ss
County of San Diego)

I, Connie H. Moody, a Notary Public, do hereby certify that on this
17th day of June, 19 83, personally appeared before me
John L. Plunkett, who being by me first duly sworn, declared
that he is the Secretary of EQUITABLE/OMNILEASE CORPORATION,
that he is signing the foregoing document as Secretary of the
corporation and that the statements therein contained are true.

Connie H. Moody
Notary Public



PRINCIPAL
OFFICERS AND DIRECTORS
OMNILEASE CORPORATION

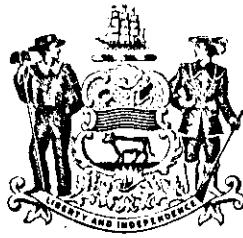
ATTACHMENT

OFFICERS

	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Edward R. Herman President & Treasurer	10251 Vista Sorrento Parkway San Diego, California	1590 El Camino del Teatro La Jolla, California
Stephen W. Smith Vice President	10251 Vista Sorrento Parkway San Diego, California	1220 Muirlands Vista Way La Jolla, California
Louis R. Coffman Assistant Vice President/ Controller - Assistant Treasurer	10251 Vista Sorrento Parkway San Diego, California	6522 La Jolla Blvd. La Jolla, California
Michael F. Herman Assistant Vice President	10251 Vista Sorrento Parkway San Diego, California	8272 Caminito Sonoma La Jolla, California
Christopher J. Morell Assistant Vice President	1777 Walton Road Merion Towle Bldg., Suite 101 Blue Bell, Pennsylvania	128 Azalea Way Flourtown, Pennsylvania
Erik G. Ostebo Assistant Vice President/ Operations	10251 Vista Sorrento Parkway San Diego, California	8047-B Caminito de Pizza San Diego, California
Rosamond H. Travis Assistant Vice President/ Administration - Assistant Secretary	10251 Vista Sorrento Parkway San Diego, California	505 Ford Avenue Solana Beach, California
John L. Plunkett Secretary	10251 Vista Sorrento Parkway San Diego, California	3801 West 104th Street Bloomington, Minnesota

DIRECTORS

	<u>BUSINESS ADDRESS</u>	<u>RESIDENCE ADDRESS</u>
Leo M. Walsh, Jr. Chairman of the Board	1285 Avenue of the Americas New York, New York	53 Shore Drive Terrace Kinnelon, New Jersey
Roderic L. Eaton Director	10251 Vista Sorrento Parkway San Diego, California	2020 Essex Road Minnetonka, Minnesota
Edward R. Herman Director	10251 Vista Sorrento Parkway San Diego, California	1590 El Camino del Teatro La Jolla, California
Craig P. Johns Director	1285 Avenue of the Americas New York, New York	18 Windermere Road Upper Montclair, New Jersey
John Katz Director	1285 Avenue of the Americas New York, New York	125 North Washington Ave. Hartsdale, New York
Mary H. Kern Director	1285 Avenue of the Americas New York, New York	182 Rowayton Woods Drive Rowayton, Connecticut
Gordon C. Olsen Director	10251 Vista Sorrento Parkway San Diego, California	17005 County Road 24 Plymouth, Minnesota
Brian F. Wruble Director	1285 Avenue of the Americas New York, New York	326 Dundee Road Stamford, Connecticut



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SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Glenin C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on October 3, 1972.



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *L. King*

DATE: July 21, 1983

CERTIFICATE OF INCORPORATION

OF

OMNILEASE CORPORATION

* * * * *

1. The name of the corporation is

OMNILEASE CORPORATION

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is two million (2,000,000) and the par value of each of such shares is Ten Cents (\$.10) amounting in the aggregate to Two Hundred Thousand Dollars (\$200,000.00).

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
S. E. Widdoes	100 West Tenth Street Wilmington, Delaware 19801
W. J. Reif	100 West Tenth Street Wilmington, Delaware 19801
J. L. Rivera	100 West Tenth Street Wilmington, Delaware 19801

6. The corporation is to have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management

of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws, expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the

by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

9. 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 stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 2nd day of October , 19 72.

S. E. Widdoes

W. J. Reif

J. L. Rivera

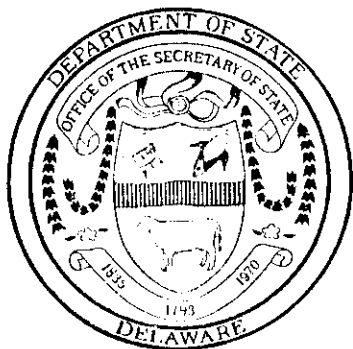


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on November 29, 1973.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. King*

DATE: July 21, 1983

CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF OMNILEASE CORPORATION

We, the undersigned, B. D. Kelts and Richard G. Kelts, in order to amend the Certificate of Incorporation of Omnilease Corporation, a Delaware corporation, do hereby certify as follows:

1. That we are respectively the duly elected and acting President and Secretary of said corporation;
2. That this Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware;
3. That the Board of Directors of the Corporation by resolution duly adopted and the shareholders of the Corporation by written consent have duly adopted the following amendment to the Certificate of Incorporation of said Corporation:

Article 4: The total number of shares of stock of all classes which this corporation shall have authority to issue is 2,000,000; the number of shares of Class-A Common Stock which this corporation shall have authority to issue is 1,740,000 and the par value of each share of Common Stock is 10¢, amounting in the aggregate to \$174,000; and the number of shares of Class B Common Stock this corporation shall have authority to issue is 260,000, and the par value of each share of Class B Common Stock is 10¢, amounting in the



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on September 13, 1982.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *L. Ling*

DATE: July 21, 1983

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OMNILEASE CORPORATION

FILED

SEP 13 1982

Michael C. Kohn
SECRETARY OF STATE

9AM

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

OMNILEASE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST, That the Certificate of Incorporation of the Corporation, as heretofore amended, is hereby amended by deleting Article 4. in full and by replacing it with the following:

4. The total number of shares of stock which the corporation shall have authority to issue is one hundred thousand (100,000) and the par value of each of such shares is Ten Dollars (\$10.00) amounting to an aggregate of One Million Dollars (\$1,000,000).

SECOND, That the Board of Directors of the Corporation has by resolution duly adopted and the shareholder of the Corporation by written consent has duly adopted this Amendment.

THIRD, That this Amendment has been duly adopted in accordance with the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH, That the capital of the Corporation shall not be reduced under or by reason of this Amendment.

IN WITNESS WHEREOF, This Certificate of Amendment has been made under the seal of the Corporation and has been duly executed by the President and Secretary of the Corporation this 8th day of September, 1982.

OMNILEASE CORPORATION

(Corporate Seal)

By: *[Signature]*

Its: President

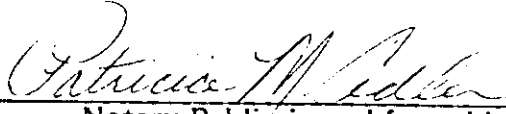
By: *[Signature]*

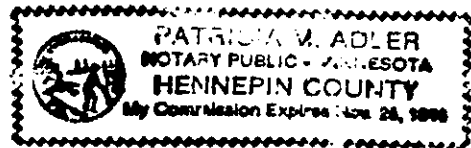
Its: Secretary

STATE OF MINNESOTA)
COUNTY OF HENNEPIN) SS

On this 8th day of September, 1982, before me a Notary Public in and for said County and State personally appeared Edward R. Herman, known to me to be the President and John L. Plunkett, known to me to be the Secretary of Omnilease Corporation and known to me to be the persons who have executed the foregoing Certificate on behalf of said Corporation, and severally acknowledged to me that the foregoing Certificate is the act and deed of the signers respectively and that the facts stated therein are true.

WITNESS my hand and official seal.


Notary Public in and for said
County and State



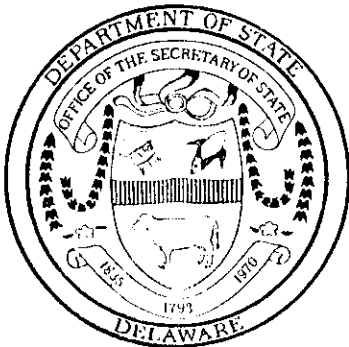


State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment

filed in this office on June 7, 1983



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: L. King

DATE: July 21, 1983

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
OMNILEASE CORPORATION

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

OMNILEASE CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST, That the Board of Directors of the Corporation at a meeting duly called and held on May 26, 1983, adopted the following resolution of amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, That the Certificate of Incorporation of OMNILEASE CORPORATION be amended by changing Article 1. thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the Corporation is EQUITABLE/-
OMNILEASE CORPORATION."

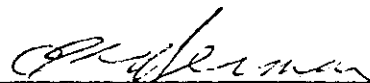
SECOND, That a meeting of the holder of all of the issued and outstanding, voting stock of the Corporation was duly called and held at which meeting unanimous consent was given to the Amendment.

THIRD, That the aforesaid Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment has been made under the seal of the Corporation and has been signed by the undersigned Edward R. Herman, its President, and attested to by John L. Plunkett, its Secretary, this 2nd day of June, 1983.

OMNILEASE CORPORATION

by



President

(Corporate Seal)

ATTEST:



Secretary