

State of Idaho

Department of State

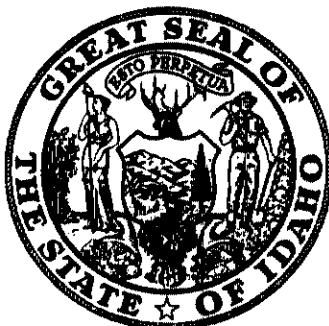
CERTIFICATE OF AUTHORITY OF

BOMBARDIER CAPITAL INC.

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

Dated: March 2, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

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 Bombardier Capital Inc.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Massachusetts
4. The date of its incorporation is 1-18-74 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 c/o C T Corporation System, 2 Oliver Street, Boston, MA 02109
6. The address to which correspondence should be addressed, if different from that in item 5. Bombardier Capital Inc., 7 Burlington Square, Burlington, VT 05402
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 is proposed to pursue in the transaction of business in Idaho are: To provide financial services.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19930302 0900 54978 2
CK #: 14021 CLST# 1
CORPORATIO 1@ 60.00= 60.00

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

Name	Office	Address
See Attached		

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

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: February 22, 1993

Bombardier Capital Inc.

(Corporation name)

By William P. Brady

and

Jean Rivard

William P. Brady Vice President (please specify)

Jean Rivard Its Secretary/Assistant Secretary (please specify)

STATE OF Vermont

COUNTY OF Chittenden

) ss:

I, TAE M. De Gray, a notary public, do hereby certify that on this 22nd day of February, 19 93, personally appeared before me William P. Brady, who being by me first duly sworn, declared that (s)he is the Vice President of Bombardier Capital Inc.

that (s)he signed the foregoing documents as Vice President of the corporation and that the statements therein contained are true.

Tae M. De Gray

Notary Public

**APPLICATION FOR CERTIFICATE
OF AUTHORITY
OF**

BOMBARDIER CAPITAL INC.

SCHEDULE A

Pierre Lortie	President Director	Bombardier Capital Inc. Seven Burlington Square Burlington, VT 05401
William P. Brady	Vice President, Finance & Treasurer	Seven Burlington Square Burlington, VT 05401
George W. Calver	Vice President, Legal	Seven Burlington Square Burlington, VT 05401
Jack Lanz	Vice President and Controller	Seven Burlington Square Burlington, VT 05401
Paul H. Larose	Director Asst. Treasurer	Bombardier Inc. 800 ouest, boul. Rene Levesque, Bureau 1700 Montreal, QC H3B 1Y8 Canada
Thomas J. Murphy	Vice President, Operations	Seven Burlington Square Burlington, VT 05401
Richard Odom	Vice President, Marketing	Seven Burlington Square Burlington, VT 05401
Alain Sevard	Vice President, Bombardier Finance, Inc.	Seven Burlington Square Burlington, VT 05401
Dominic Douville	President, MCPF	Seven Burlington Square Burlington, VT 05401
Lise Pratte	Asst. Clerk Asst. Secretary	800 ouest, boul. Rene Levesque Bureau 1700 Montreal, QC H3B 1Y8 Canada

Jean Rivard

Secretary
Director

800 ouest, boul.
Rene Levesque
Bureau 1700
Montreal, QC H3B 1Y8
Canada

Pierre Poitras

Director

800 ouest, boul.
Rene Levesque
Bureau 1700
Montreal, QC H3B 1Y8
Canada



The Commonwealth of Massachusetts

Office of the Secretary of State
Michael J. Connolly, Secretary
February 25, 1993

RECEIVED
SEC. OF STATE

93 MAR 2 AM 9 01

To Whom it May Concern:

I hereby certify that the records of this office show that

Bombardier Credit, Inc.

was incorporated under the general laws of this Commonwealth

January 18, 1974 and I further certify that by articles of

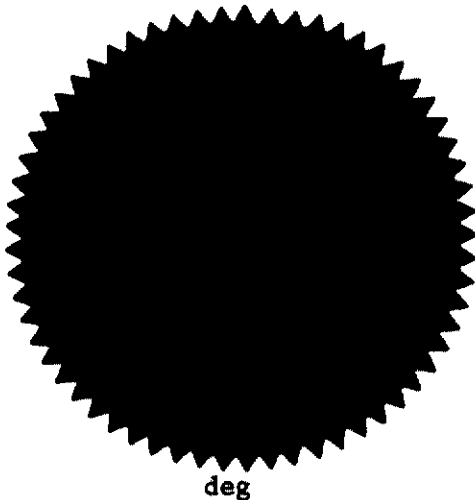
amendment filed here June 30, 1989 the name of said

corporation was changed to Bombardier Capital Inc.

and said corporation still has a legal existence.

IN TESTIMONY of which, I have
hereunto affixed the Great Seal
of the Commonwealth on the
date first above written.

Michael J. Connolly
Secretary of State



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