



Department of State.

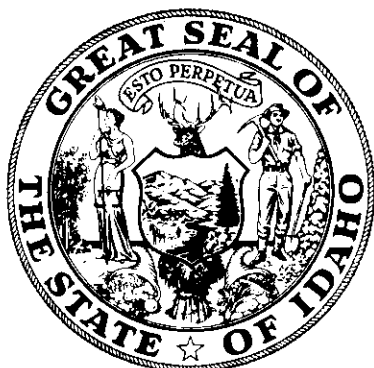
**AMENDED CERTIFICATE OF AUTHORITY
OF**

POTOMAC LEASING COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of POTOMAC LEASING COMPANY 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 DANA COMMERCIAL CREDIT CORP. to transact business in this State under the name DANA COMMERCIAL CREDIT CORP. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated April 21, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Shirley J. Clark
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.

1. A Certificate of Authority was issued to the corporation by your office on September 21, 19 86, authorizing it to transact business in the State of Idaho under the name of Potomac Leasing Company

2. Its corporate name has been changed to Dana Commercial Credit Corporation

(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 _____

Dana Commercial Credit Corp.

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 April 4, 19 86

Dana Commercial Credit Corp.

By William E. Riley
Its Vice President

And Berk W. Washburn
Its Secretary

STATE OF Ohio)
COUNTY OF Lucas) ss:

I, Mary Jane Thomas, a notary public, do hereby certify that on this 4th day of April, 19 86, personally appeared

(continued on reverse)

before me William E. Riley, who being by me first duly sworn,
declared that he is the Vice President of Dana Commercial Credit Corp.

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

MARY JANE THOMAS
Notary Public, State of Ohio
My commission expires Oct. 21, 1987.

Mary Jane Thomas
Notary Public

STATE OF DELAWARE
OFFICE OF SECRETARY OF STATE

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RECORDED
SERIALIZED
88 JAN 4 PM 3 06

I, MICHAEL HARKINS, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Incorporation of the "POTOMAC LEASING COMPANY", was received and filed in this office the twentieth day of May, A.D. 1980, at 10 o'clock A.M.

And I do hereby further certify that a Certificate of Change of Location of Registered Office of the companies represented by "The Corporation Trust Company", as it applies to "POTOMAC LEASING COMPANY", was received and filed in this office the twenty-seventh day of July, A.D. 1984, at 4:30 o'clock P.M.

And I do hereby further certify that the said "POTOMAC LEASING COMPANY", filed a Certificate of Amendment, changing its corporate title to "DANA COMMERCIAL CREDIT CORP.", on the twenty-eighth day of January, A.D. 1986, at 10 o'clock A.M.

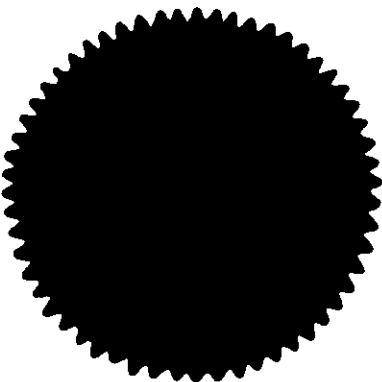
✓ And I do hereby further certify that the said "DANA COMMERCIAL CREDIT CORP.", filed a Certificate of Amendment, changing its corporate title to "CAMOTOP LAST, INC.", on the thirtieth day of September, A.D. 1987, at 10 o'clock A.M.

And I do hereby further certify that the aforesaid Certificates are the only Certificates on record of the aforesaid Corporation.

And I do hereby further certify that the aforesaid Corporation is duly incorporated under the laws of the State of Delaware and is in good standing and has a legal corporate existence not having been cancelled or dissolved so far as the records of this office show and is duly authorized to transact business.

And I do hereby further certify that the Annual Reports have been filed to date.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and official seal at Dover this twenty-eighth
day of December in the year of our Lord one
thousand nine hundred and eighty-seven.



Michael Harkins
Michael Harkins, Secretary of State