

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
HELLER FINANCIAL LEASING, INC.**

File Number C 141164

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 26, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Tyler Perry*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

OCT 26 11 07 AM '01

(Instructions on Back of Application)

SECRET

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is Heller Financial Leasing, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Delaware
- Its date of incorporation is 11/15/93
- The address of its principal office is 500 W. Monroe Street
Chicago, IL 60661
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
(List Attached)		

IDAHO SECRETARY OF STATE
10/26/2001 05:00
CK: 527539 CT: 152695 BH: 426543
1 @ 100.00 = 100.00 EXPEDITE C # 2

Heller Financial Leasing, Inc.

(Corporation name)

Assistant Secretary

(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
10/26/2001 05:00
CK: 527539 CT: 152695 BH: 426543
1 @ 100.00 = 100.00 AUTH PRO # 2

C141164

OFFICERS AND DIRECTORS OF HELLER FINANCIAL LEASING, INC.

Officers

Frederick E. Woffert	President	500 West Monroe Street, Chicago, Illinois, 60661
Michael S. Stern	Executive Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Mary C. Barrett	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Tricia Bassett	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Anthony O'B. Beirne	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Chris Cox	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Leslie Grant	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Lawrence G. Hund	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Dick Rai	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
David R. Schmuck	Senior Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Kurt J. Roemer	Treasurer	500 West Monroe Street, Chicago, Illinois, 60661
Harold M. Kugelmann	Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Julia S. Landes	Vice President	500 West Monroe Street, Chicago, Illinois, 60661
Jean H. Heald	Assistant Treasurer	500 West Monroe Street, Chicago, Illinois, 60661
Judith L. McCoy	Assistant Treasurer	500 West Monroe Street, Chicago, Illinois, 60661
Scott A. Stein	Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Charles P. Brissman	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Kristin Deering	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Elizabeth A. Edelman	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
David M. Heisler	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
James Jasionowski	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Thomas Kramer	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Barry S. Libkin	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661
Mary L. Riedesel	Assistant Secretary	500 West Monroe Street, Chicago, Illinois, 60661

Directors

Laird M. Boulden
500 West Monroe Street, Chicago, Illinois, 60661

Lauralee E. Martin

OCT 26 11 07 AM '01

SECH
ST

500 West Monroe Street, Chicago, Illinois, 60661

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HELLER FINANCIAL LEASING, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2359542 8300

AUTHENTICATION: 1413445

010538637

DATE: 10-26-01