

# State of Idaho

## Department of State

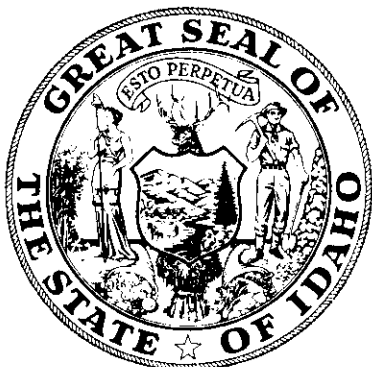
### CERTIFICATE OF AUTHORITY OF

*DRESSER LEASING CORPORATION*

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

Dated *October 25, 1982*



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY D

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:

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1. The name of the corporation is DRESSER LEASING CORPORATION STATE
2. \*The name which it shall use in Idaho is DRESSER LEASING CORPORATION
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is January 19, 1970 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 Tenth Street, Wilmington, Delaware 19801
6. The 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
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
(SEE ATTACHED EXHIBIT I)
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>(SEE ATTACHED EXHIBITS II &amp; III)</u>		

9. 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
<u>100</u>	<u>Common</u>	<u>\$10.00</u>

(continued on reverse)

10. 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
100	Common	\$10.00

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

12. 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 October 20, 19 82

DRESSER LEASING CORPORATION

By D. P. McElvain  
D. P. McElvain

Its Vice President

and Steve Barnett

Its Assistant Secretary

Steve Barnett

STATE OF TEXAS)

COUNTY OF DALLAS)

) ss:

I, Pamela K. Taylor, a notary public, do hereby certify that on this 20th day of October, 19 82, personally appeared before me D. P. McElvain, who being by me first duly sworn, declared that he is the Vice President of DRESSER LEASING CORPORATION

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

PAMELA K. TAYLOR, Notary Public  
in and for the State of Texas

My Commission Expires 6/2/84

Pamela K. Taylor  
Notary Public

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

EXHIBIT I

The following is a brief summary of the corporate purposes to be exercised by Dresser Leasing Corporation.

To own, to lease as lessor or as lessee, and to deal in real and personal property of all kinds and to render management, accounting, fiscal and other non-professional services to other persons engaged in such business.

To purchase, sell and generally deal in and with notes, commercial paper, choses in action, evidences of indebtedness, conditional sales contracts, security agreements or other obligations of any nature howsoever evidenced of any person, firm, corporation or other entity; to promote, finance and assist financially or otherwise any person, firm, corporation or other entity.

DRESSER LEASING CORPORATION  
DIRECTORS

EXHIBIT II

Directors whose business address is:  
P.O. Box 718 (1505 Elm at Akard)  
Dallas, Texas 75221

<u>Name</u>	<u>Street and Number</u>	<u>City and State (Including Zip Code)</u>	<u>Term Expires</u>
Edward R. Luter	5231 Royal Crest Drive	Dallas, Texas 75229	3/21/83
D. P. McElvain	3806 Beverly Drive	Dallas, Texas 75205	3/21/83
Duane D. Rost	609 Guadalajara Circle	Irving, Texas 75062	3/21/83
B. D. St. John	14930 Lacehaven Circle	Dallas, Texas 75240	3/21/83

DRESSER LEASING CORPORATION  
OFFICERS

EXHIBIT III

Officers whose business address is:  
P.O. Box 718 (1505 Elm at Akard)  
Dallas, Texas 75221

<u>Name and Title</u>	<u>Street and Number</u>	<u>City and State (Including Zip Code)</u>	<u>Term Expires</u>
Edward R. Luter Chairman of Board of Directors	5231 Royal Crest Drive	Dallas, Texas 75229	3/21/83
D. P. McElvain Vice President	3806 Beverly Drive	Dallas, Texas 75205	3/21/83
Lillian Edwards Secretary	2902 South Glenbrook Dr.	Garland, Texas 75041	3/21/83
Paul W. Willey Assistant Treasurer	3912 Greenbrier Drive	Dallas, Texas 75225	3/21/83
Steve Barnett Assistant Secretary	4339 Potomac Avenue	Dallas, Texas 75205	3/21/83

Officers whose business address is:  
3 Gateway Center, Suite #300  
Pittsburgh, Pennsylvania 15222

<u>Name and Title</u>	<u>Street and Number</u>	<u>City and State (Including Zip Code)</u>	<u>Term Expires</u>
John W. Salzer President	137 Droad Lane	Pittsburgh, PA 15237	3/21/83
Elmer F. Pierson Vice President - Administration	2210 ReisRun Road	Pittsburgh, PA 15237	3/21/83
John Hutchinson Vice President - Fleet Control	586 Justabout Road	Venetia, PA 15367	3/21/83
R. W. McKeever Treasurer	181 Green Glen Drive	Venetia, PA 15227	3/21/83
Paul L. Frihse Assistant Secretary	1451 Maple Drive	Venetia, PA 15227	3/21/83



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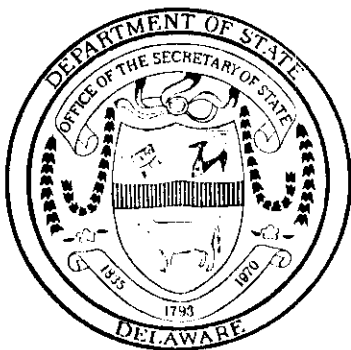
SECRETARY OF STATE

# 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 \_\_\_\_\_ Incorporation  
filed in this office on \_\_\_\_\_ January 19, 1970 .



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *C. Meyers*

DATE: October 21, 1982

CERTIFICATE OF INCORPORATION

OF

NEL, INC.

\* \* \* \* \*

1. The name of the corporation is NEL, INC.

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 one hundred (100) and the par value of each of such shares is Ten Dollars (\$10.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5A. The name and mailing address of each person, who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Edward R. Luter	P. O. Box 718, Dallas, Texas 75221
C. Cecil Hill	P. O. Box 718, Dallas, Texas 75221
J. Douglas Mayson	P. O. Box 718, Dallas, Texas 75221



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

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. Consono	100 West Tenth Street Wilmington, Delaware 19899
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware 19899
J. L. Rivera	100 West Tenth Street Wilmington, Delaware 19899

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. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. 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.

10. 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 19th day of January , 1970.

B. J. Consono

F. J. Obara, Jr.

J. L. Rivera

STATE OF DELAWARE  
COUNTY OF NEW CASTLE

} ss:

BE IT REMEMBERED that on this 19th day of  
January , 1970, personally came before me, a Notary  
Public for the State of Delaware, B. J. Consono, F. J. Obara,  
Jr. and J. L. Rivera , all of the parties to the  
foregoing certificate of incorporation, known to me per-  
sonally to be such, and severally acknowledged the said cer-  
tificate to be the act and deed of the signers respectively  
and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and  
year aforesaid.

A. Dana Atwell

\_\_\_\_\_  
Notary Public

A. DANA ATWELL  
NOTARY PUBLIC  
APPOINTED OCT. 27, 1969  
STATE OF DELAWARE  
TERM TWO YEARS



## JOINT PLAN AND AGREEMENT OF MERGER

Joint Plan and Agreement of Merger ("Agreement of Merger"), dated as of March 24, 1970, between NEL, INC. ("NEL"), a Delaware corporation with its principal office at Republic National Bank Building, Dallas, Texas, and NATIONAL EQUIPMENT LEASING CORPORATION ("National"), a Pennsylvania corporation with its principal office at 1940 Koppers Building, Pittsburgh, Pennsylvania (sometimes referred to herein collectively as the "Constituent Corporations").

### RECITALS

NEL was incorporated under the General Corporation Law of Delaware on January 19, 1970, and is a wholly-owned subsidiary of Dresser Industries, Inc. ("Dresser"), a Delaware corporation. NEL has an authorized capital consisting of one hundred (100) shares of Common Stock, \$10.00 par value ("NEL Common Stock"), all of which are issued and outstanding and held by Dresser.

National was incorporated under the Business Corporation Law of the Commonwealth of Pennsylvania, on March 7, 1957. National has an authorized capital consisting of one hundred (100) shares of capital stock of the par value of \$10.00 per share, or

an aggregate value of One Thousand Dollars (\$1,000), of which sixty (60) shares are validly issued and outstanding and forty (40) shares are held as Treasury Stock.

The Board of Directors of each of the Constituent Corporations deems it advisable that said corporations merge, and has duly approved this Agreement and authorized its execution.

NOW, THEREFORE, it is agreed that National shall be merged into NEL and NEL shall be the Surviving Corporation, and that the terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting the shares of National into shares of Dresser and other securities of National into securities of the Surviving Corporation are as follows:

## ARTICLE I.

### Merger

Section 1.1 The merger herein provided for shall become effective upon due adoption hereof by the shareholders of NEL and National in accordance with the respective requirements of the laws of Delaware and Pennsylvania and upon the execution, verification, submission, filing and recording of such documents and the accomplishment of such other acts and things as shall be required to effect



such merger under the laws of Delaware and Pennsylvania. The date on which the merger shall so take effect is hereinafter referred to as the "Effective Date".

## ARTICLE II

### Certificate of Incorporation of Surviving Corporation

Section 2.1 Except as hereinafter specifically provided, the Certificate of Incorporation of NEL in effect on the Effective Date shall continue in force and be the Certificate of Incorporation of the Surviving Corporation until altered or amended. On the Effective Date, Section 1 of the Certificate of Incorporation of NEL as then in effect shall be amended to read as follows:

- "1. The name of the corporation is National Equipment Leasing Corporation."

## ARTICLE III

### By-Laws of Surviving Corporation

Section 3.1 The By-Laws of NEL shall constitute the By-Laws of the Surviving Corporation until altered or amended.

## ARTICLE IV

### Directors and Officers of Surviving Corporation; Annual Meeting

Section 4.1 The Directors and officers of NEL in office on the Effective Date shall be the Directors and officers of the

Surviving Corporation and shall hold office as provided in the By-Laws of the Surviving Corporation.

Section 4.2 The first annual meeting of the stockholders of the Surviving Corporation after the Effective Date shall be the annual meeting provided by the By-Laws of the Surviving Corporation.

## ARTICLE V

### Conversion of Securities on Merger

Section 5.1 The manner and basis for converting the securities of the Constituent Corporations into shares of Dresser or of the Surviving Corporation upon the Effective Date shall be:

(a) Each share of NEL Common Stock issued and outstanding on the Effective Date shall remain unchanged;

(b) The total shares of National capital stock issued and outstanding on the Effective Date shall be converted into ninety thousand (90,000) shares of Dresser's Common Stock of the par value of 25¢ per share, provided that if after the date hereof and prior to the Effective Date -

(i) the shares of Dresser's Common Stock shall be changed into or exchanged for a different number or kind of shares of stock or other securities of Dresser (whether

by reason of merger, consolidation, recapitalization, reclassification, split-up, combination of shares or otherwise), there shall be substituted for said ninety thousand (90,000) shares of Dresser's Common Stock the number and kind of shares of stock or other securities into which such 90,000 shares would have been exchanged or converted if they had been outstanding at the record date for such merger, consolidation, recapitalization, reclassification, split-up, combination of shares or other action;

(ii) Dresser shall pay any dividend in Dresser's Common Stock on the Common Stock of Dresser; said ninety thousand (90,000) shares shall be adjusted by adding thereto the shares which would have been distributable as a stock dividend had such ninety thousand (90,000) shares been outstanding at the record date for the payment of the stock dividend.

(c) The One Million Dollar (\$1,000,000) principal amount of 7% Subordinated Debentures of National convertible into shares of capital stock of National issued September 5, 1968 shall be converted into One Million Dollar (\$1,000,000) principal amount of 7% Subordinated Debentures of NEL, not convertible. All other provisions of said Debentures as of the Effective Date shall remain in effect.

(d) One Million Dollars (\$1,000,000) principal amount of 7% Subordinated Debentures of National (not convertible), issued July 17, 1969, shall be converted into One Million Dollars (\$1,000,000) principal amount of 7% Subordinated Debentures of NEL (not convertible). All other provisions of said Debentures shall remain in effect.

## ARTICLE VI

### Assets and Liabilities

Section 6.1 On the Effective Date the separate existence of National shall cease and the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers, purposes and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the rights, privileges, immunities, powers, purposes and franchises of each of the Constituent Corporations and all property, real, personal and mixed, and all debts due to either of said Constituent Corporations on whatever account, as well as for stock subscriptions as all other things in action or belonging to each of said Corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually

the property of the Surviving Corporation as they were of the respective Constituent Corporations; and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason of the merger, provided, however, that all rights of creditors and all liens on any property of either of said Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Date, and all debts, liabilities and duties of said Constituent Corporations, respectively (including, without limitation, any rights to indemnification of Directors, officers and others), shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

Section 6.2 At any time, or from time to time, after the Effective Date, the last acting officers of National or the corresponding officers of the Surviving Corporation, may, in the name of National, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of

National's property, rights, privileges, immunities, powers and franchises, and otherwise to carry out the purposes of this Agreement of Merger.

#### ARTICLE VII

##### Agreement and Plan of Reorganization

Section 7.1 NEL, National and Dresser have, contemporaneously with the execution of this Agreement of Merger, entered into an Agreement and Plan of Reorganization, dated as of the date hereof. If prior to the Effective Date the Agreement and Plan of Reorganization is terminated for any reason, whether before or after approval of this Agreement of Merger and the merger by the stockholders of both Constituent Corporations, this Agreement of Merger shall immediately terminate and the merger shall be immediately abandoned.

#### ARTICLE VIII

##### Registered Office of Surviving Corporation in Delaware

Section 8.1 The registered office of the Surviving Corporation in the State of Delaware is located at 100 West Tenth Street, Wilmington, Delaware.

#### ARTICLE IX

##### Designation of Attorney of Surviving Corporation, Commonwealth of Pennsylvania

Section 9.1 The Surviving Corporation designates the Secretary of the Commonwealth of Pennsylvania, and his successor in office, as its true and lawful attorney upon whom all lawful

process may be served, in any action or proceeding against it for enforcement against it of any obligation of National or any obligation arising from the merger proceedings or an action or proceeding to determine and enforce the rights of any stockholder under the provisions of Section 908 of the Business Corporation Law, and agrees that service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation, and that the authority for such service of process shall continue in force as long as any liability remains outstanding against the corporation in the Commonwealth of Pennsylvania.

## ARTICLE X

### Counterparts

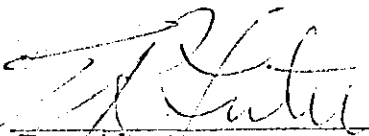
Section 10.1 This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed an original and all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement of Merger has been signed on behalf of each of the Constituent Corporations by their

respective duly authorized officers, and each of the Constituent Corporations has caused its corporate seal to be hereto affixed all as of the day and year first above written.

NEL, INC.

CORPORATE SEAL

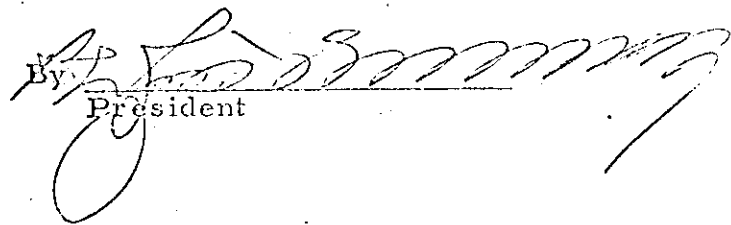
By   
President

ATTEST:

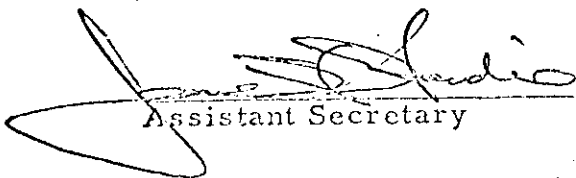
  
Assistant Secretary

NATIONAL EQUIPMENT  
LEASING CORPORATION

Corporate Seal Affixed

By   
President


ATTEST:

  
Assistant Secretary



I, Lillian Edwards, Assistant Secretary of NEL, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of National Equipment Leasing Corporation, a corporation of the Commonwealth of Pennsylvania, was duly adopted pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the unanimous written consent of the stockholders holding 100 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Joint Plan and Agreement of Merger was thereby adopted as the act of the stockholders of said NEL, INC., and the duly adopted agreement and act of the said corporation.

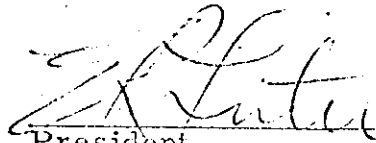
WITNESS my hand and seal of said NEL, INC., on this 8 day of May, 1970.

  
Assistant Secretary

(Corporate Seal)

THE ABOVE JOINT PLAN AND AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Business Corporation Law of the Commonwealth of Pennsylvania, the President of each corporate party thereto does now hereby execute the said Joint Plan and Agreement of Merger and the Assistant Secretary of each corporate party thereto does now hereby attest the said Joint Plan and Agreement of Merger under the corporate seals of their respective corporations, by authority of the Directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 8th day of May, 1970.

NEL, INC.

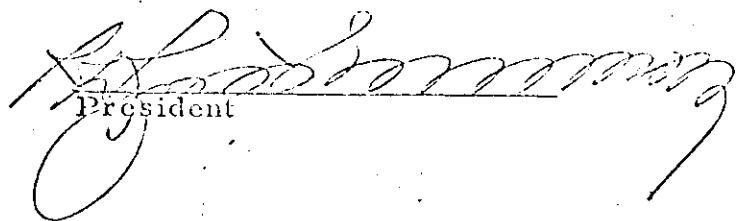
  
\_\_\_\_\_  
President

(Corporate Seal)

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

NATIONAL EQUIPMENT  
LEASING CORPORATION

  
\_\_\_\_\_  
President

(Corporate Seal)

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary

STATE OF TEXAS        )  
                          )    ss:  
COUNTY OF DALLAS    )

BE IT REMEMBERED that on this 8th day of May, 1970, personally came before me, a Notary Public in and for the County and State aforesaid, E. R. Luter, President of NEL, INC., a corporation of the State of Delaware, and he duly executed said Joint Plan and Agreement of Merger before me and acknowledged the said Joint Plan and Agreement of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Joint Plan and Agreement of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARIAL  
(SEAL)

  
Notary Public

JUDITH A. RUSSELL, Notary Public  
in and for Dallas County, Texas  
My Commission Expires June 1, 1971

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COMMONWEALTH OF PENNSYLVANIA )  
 ) ss:  
COUNTY OF ALLEGHENY )

BE IT REMEMBERED that on this 3 day of May, 1970, personally came before me, a Notary Public in and for the County and State aforesaid, R. L. Boothman, President of National Equipment Leasing Corporation, a corporation of the Commonwealth of Pennsylvania, and he duly executed said Joint Plan and Agreement of Merger before me and acknowledged the said Joint Plan and Agreement of Merger to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said Joint Plan and Agreement of Merger and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

NOTARIAL SEAL

(SEAL)

  
Notary Public

DONALD T. CORFIELD, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES MAY 29, 1971

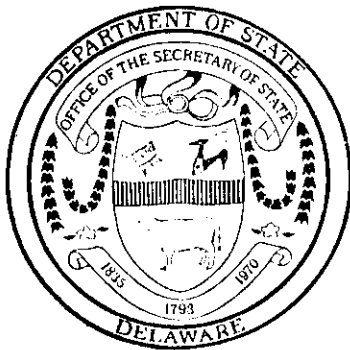


# State of DELAWARE



## 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 January 10, 1977.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *C. D. Myers*

DATE: October 21, 1982

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

NATIONAL EQUIPMENT LEASING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED: That Section 1. of the Certificate of Incorporation of this Company be, and it hereby is, amended in its entirety to read as follows:

"1. The name of the corporation is Dresser Leasing Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of The General Corporation Law of the State of Delaware.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 and 228 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NATIONAL EQUIPMENT LEASING CORPORATION has caused this Certificate to be signed by E. R. Luter, its Chairman of the Board and attested by Lillian Edwards, its Secretary, this 7th day of January, 1977.

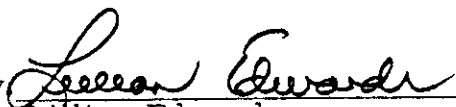
NATIONAL EQUIPMENT LEASING CORPORATION

CORPORATE SEAL

By: 

E. R. Luter  
Chairman of the Board

ATTEST:

By:   
Lillian Edwards  
Secretary