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State of Idaho

Department of State

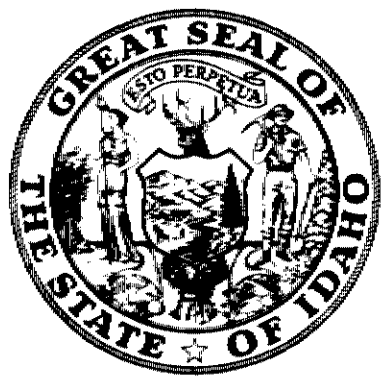
AMENDED CERTIFICATE OF AUTHORITY OF

THE CIT GROUP/CAPITAL FINANCING, INC.

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

Dated July 5, 19 91



Pete T. Cenarrusa
SECRETARY OF STATE

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.

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SEC. OF STATE
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1. A Certificate of Authority was issued to the corporation by your office on September 15 19 87, authorizing it to transact business in the State of Idaho under the name of _____

THE CIT GROUP/CAPITAL FINANCING, INC.

2. Its corporate name has been changed to _____

THE CIT GROUP/CAPITAL EQUIPMENT FINANCING, INC.

(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 _____

THE CIT GROUP/CAPITAL EQUIPMENT FINANCING, INC.

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 June 21, 19 91

THE CIT GROUP/CAPITAL EQUIPMENT FINANCING, INC.

By Leo Sheer
Leo Sheer
Its Vice President

And Miriam Starc
Miriam Starc
Its Assistant Secretary

STATE OF New York)

COUNTY OF New York) ss:

I, Ira Finkelson, a notary public, do hereby certify that on this

21 day of June, 19 91, personally appeared

(continued on reverse)

before me Leo Sheer who being by me first duly sworn

declared that he is the Vice President of _____

THE CIT GROUP/CAPITAL EQUIPMENT FINANCING, INC.

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

Ira Finkelson

Notary Public

IRA FINKELSON
Notary Public, State of New York
No. 6297225
Qualified in Westchester County
Commission Expires May 31, 1992



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State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that "THE CIT GROUP/CAPITAL FINANCING, INC.", filed a Certificate
of Amendment, changing its corporate title to "THE CIT GROUP/CAPITAL EQUIPMENT
FINANCING, INC.", on the eighth day of May, A.D. 1991, at 3:30 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-seventh day
of June in the year of our Lord
one thousand nine hundred and ninety-one.


Michael Harkins
Michael Harkins, Secretary of State