



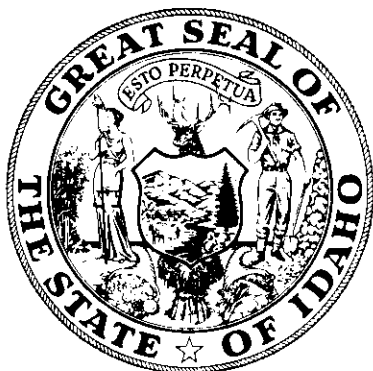
CERTIFICATE OF AUTHORITY
OF

NETLIFE CAPITAL CORPORATION

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

Dated **October 13, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 METLIFE CAPITAL CORPORATION

2. *The name which it shall use in Idaho is N/A

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is July 28, 1983 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 Metropolitan Life Insurance Company, One Pine Creek Center,
5th Floor, Linden Hill Road, Wilmington, Delaware 19808

6. The address to which correspondence should be addressed, if different from that in item 5 _____

Seafirst Fifth Ave Plaza, P.O. Box 3977, Seattle, WA 98124

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To act as a lessor of assets, to lend money to others

to purchase assets and to carry on all aspects of a leasing business.

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

Name

Office

Address

"See Rider"

10. 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**

1.000

Common

\$1.00 Par Value

(continued on reverse)

11. 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
1,000	Common	\$1.00 Par Value

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

13. 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 Sept. 26, 19 83

METLIFE CAPITAL CORPORATION

By Stuart R. Kennedy
Stuart R. Kennedy
Its _____ President
and Charles Altman
Charles Altman
Its _____ Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

I, CATHERINE ANN RICE, a notary public, do hereby certify that on
this 26th day of September, 19 83, personally appeared before
me Stuart R. Kennedy, who being by me first duly sworn, declared that he
is the President of METLIFE CAPITAL CORPORATION

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

Catherine Ann Rice
Notary Public

CATHERINE ANN RICE
NOTARY PUBLIC, State of New York
No. 24-8559315
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1984

*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.

RIDER

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Stuart R. Kennedy	President, Treasurer & Director	One Madison Avenue, New York, New York 10010
Charles Altman	Secretary	One Madison Avenue, New York, New York 10010



OCT 13 9 38 AM '83
DEPARTMENT 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 July 28, 1983.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *B. A. Chese*

DATE: October 3, 1983

8302000114

CERTIFICATE OF INCORPORATION
OF
METLIFE CAPITAL CORPORATION

FILED

JUL 20 1983 9AM

Handwritten signature

FIRST: The name of the corporation is METLIFE CAPITAL CORPORATION (hereafter the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is located at One Pike Creek Center, 5th floor, Linden Hill Road, Wilmington, Delaware 19808. The name of its registered agent at that address is Metropolitan Life Insurance Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limiting the generality of the foregoing, a purpose of the Corporation is to act as a lessor of assets, to lend money to others to purchase assets and to carry on all aspects of a leasing business.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

- (a) Directors may be removed, with or without cause, as provided in the By-Laws.
- (b) The election of directors shall be conducted in the manner prescribed in the By-Laws of the Corporation and need not be by ballot.
- (c) The Board of Directors shall have the power to adopt, amend or repeal By-Laws of the Corporation without the assent or vote of the stockholders except to the extent that any stockholder assent or vote is required by the By-Laws.

SIXTH: The Corporation reserves the right to alter, amend, or repeal any provisions contained in this Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred herein or under the Corporation's By-Laws upon the Corporation's stockholders, directors and officers are granted subject to such reservation.

SEVENTH: The name of the Incorporator is Charles Altman and his mailing address is One Madison Avenue, New York, New York 10010

The undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the General Corporation Law of the State of Delaware, does hereby affirm under penalties of perjury that this Certificate is his act and deed, that the facts herein stated are true, and that he has herunto set his hand and seal this 26th day of July, 1983.


Charles Altman