

State
of
California

OFFICE OF THE SECRETARY OF STATE

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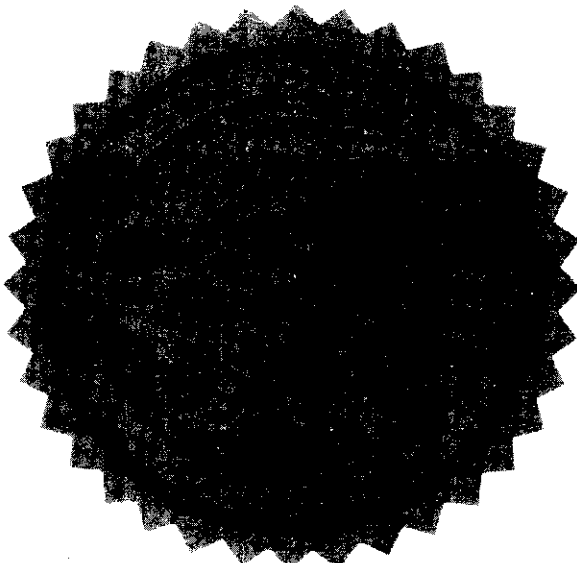
STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

1941



March Fong Eu

Secretary of State

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATIONFILED
in the office of the Secretary of State
of the State of California

APR 18 1980

MARCH FUNG EU, Secretary of State

Deputy

DONALD A. CHIESA and ROBERT E. HAUSER certify:

1. That they are the Chairman of the Board and the Secretary respectively of CROCKER EQUIPMENT LEASING INC., a California corporation.

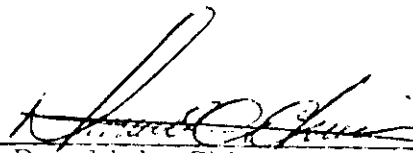
2. That by Action by Written Consent of the Board of Directors of said corporation, executed at San Francisco, California, on April 8, 1980, the following resolution was adopted:

"RESOLVED, that Article III of the Articles of Incorporation shall be amended to read as follows:

'The county in the State of California where the principal office for the transaction of the business of this corporation is to be located, is the County of San Francisco."

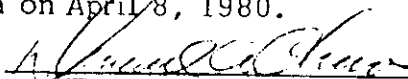
3. That the sole shareholder has adopted said amendment by written consent. That the wording of the amended article, as set forth in the shareholder's written consent, is the same as that set forth in the directors' resolution in Paragraph 2 above.


4. That the number of shares represented by written consent is 191-1/2 shares of common stock. That the total number of shares entitled to vote on or consent to the amendment is 191-1/2 shares of common stock.


Donald A. Chiesa, Chairman


Robert E. Hauser, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.
Executed at San Francisco, California on April 8, 1980.


Donald A. Chiesa


Robert E. Hauser