

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

LEASE PLAN INTERNATIONAL CORP.

a corporation duly organized and existing under the laws of Nevada has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the Twenty-ninth day of May

19 64, a properly authenticated copy of its articles of incorporation, and on the Twenty-ninth day of May

1964, a designation of T.H. Eberle in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 29th day of May,

A.D. 19 64 .

Secretary of State.

OFFICE OF

JOHN KOONTZ

SECRETARY OF STATE

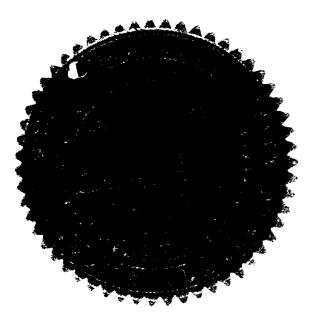


DEPARTMENT OF STATE

I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

LEASE PLAN INTERNATIONAL CORP.

as the same appears on file and of record in this office.



In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this 21ST day of MAY A. D. 19 64

By. Deputy

Form 1

ARTICLES OF INCORPORATION

OF

LEASE PLAN INTERNATIONAL CORP.

* * * * *

FIRST: The name of the corporation is LEASE PLAN INTERNATIONAL CORP.

SECOND: Its principal office in the State of Nevada is located at One East First Street, Reno, Washoe County, Nevada 89505. The name and address of its resident agent is The Corporation Trust Company of Nevada, One East First Street, Reno, Nevada 89505.

THIRD: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To acquire, by purchase, subscription or otherwise, and to own, hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of shares of stocks, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or other obligations of any corporation or corporations, association or associations, domestic or foreign, or any firm or individual or of the United States or any

State, Territory, or dependency of the United States or of any foreign government, or governmental subdivision; and to issue in exchange therefor stocks, bonds, or other securities or evidences of indebtedness of this Corporation and while the owner or holder of any such property, to receive, collect, or dispose of the interest, dividends, and income and other rights accruing on or from such property and to possess and exercise in respect thereof all of the rights, powers, and privileges of ownership including all voting powers connected therewith; to loan its moneys; and to acquire, own, hold, lease, sell and mortgage such real estate and other personal property as may be necessary, convenient or incident to carrying out the purposes aforesaid, or any other purposes of the Corporation.

To take part in or to assume the management, supervision or control of the business or operations of any company, corporation, association, firm or person and for that purpose to appoint, employ and remunerate any directors accountants or other experts or agents to investigate and examine into the condition, prospects, value, character and circumstances of any business or undertaking and generally of any assets, property or rights.

To aid in any manner any corporation or association, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidence of indebtedness, contracts or obligations of which are held by or for this Corporation, directly or indirectly, or in which or in the welfare of which the Corporation shall have any interest; to guarantee the payment of dividends on or the capital represented by any

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shares of the capital stock of any such corporation or association; and to aid or participate in the reorganization consolidation or merger of any corporation in which or in the welfare of which the Corporation shall have an interest.

To enter into, assist, promote, conduct, perform or participate in any and all kinds of commercial, mercantile, mining, or industrial enterprise, business, or work, contract, undertaking, venture or operation in the United States or in any foreign country; and for any such purpose to purchase or otherwise acquire, take over, hold, sell, liquidate, or otherwise dispose of the real estate, plants, equipment, inventory, merchandise, materials and other assets, stock, good will, rights, franchises, patents, trade-marks and trade names and any other properties of domestic or foreign corporations, firms, associations, syndicates, individuals and others; to continue, alter, extend or develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs; to take over as a going concern and continue in its own name any business or operation so acquired and to pay for any such business or properties in cash, stock, bonds, debentures, securities or other obligations of the Corporation or otherwise.

To engage in any lawful activity and to manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal

estate with its franchise and to take the same by devise or bequest.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of the indebtedness created by any other corporation or corporations of this state, or any other state or government, and, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured, for money

borrowed, or in payment for property purchased, or acquired, of for any other lawful objects.

To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in
nowise limited or restricted by reference to, or inference
from, the terms of any other clause in these articles of
incorporation, but the objects and purposes specified in
each of the foregoing clauses of this article shall be
regarded as independent objects and purposes.

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FOURTH: The amount of the total authorized capital stock of the corporation is One Thousand Dollars (\$1,000.00) consisting of ten (10) shares of stock of the par value of One Hundred Dollars (\$100.00) each.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation, provided that the number of directors shall not be reduced to less than three (3).

The names and post office addresses of the first board of directors, which shall be three (3) in number, are as follows:

POST OFFICE ADDRESS

L. E. GRAY

120 Broadway, Rm. 332, New York, N.Y.

JOSEPH A. BARBERA

120 Broadway, Rm. 332, New York, N.Y.

K. M. GEREMIA

120 Broadway, Rm. 332, New York, N.Y.

SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: The name and post office address of each of the incorporators signing the articles of incorporation are as follows:

NAME

POST OFFICE ADDRESS

WILLIAM A. HAMLIN 120 Broadway, New York, N. Y.

THOMAS B. WARD 120 Broadway, New York, N. Y.

HERBERT R. GRITMON 120 Broadway, New York, N. Y.

EIGHTH: The corporation is to have perpetual existence.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

Subject to the bylaws, if any, adopted by the stockholders, to make, alter or amend the bylaws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the bylaws of the corporation, shall have and may exercise the powers 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. Such committee or committees shall have such name or names as may be stated in the bylaws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises,

upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

TENTH: Meetings of stockholders may be held outside the State of Nevada, if the bylaws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, 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 Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 12th day of May, 1964.

THOMAS B. WARD

HERBERT R. GRITMON

STATE OF NEW YORK)
COUNTY OF NEW YORK)

On this 12th day of May, 1964, before me, the undersigned a Notary Public in and for the county and state aforesaid, personally appeared WILLIAM A. HAMLIN, THOMAS B. WARD and HERBERT R. GRITMON known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Turken Timen

(SEAL)

FREDERICK FARRAN
NOTARY PUBLIC, State of New York
No. 52-6207150
Qualified in Salfolk County
Certificate fixed in New York County
Form Expires March 50, 1906