



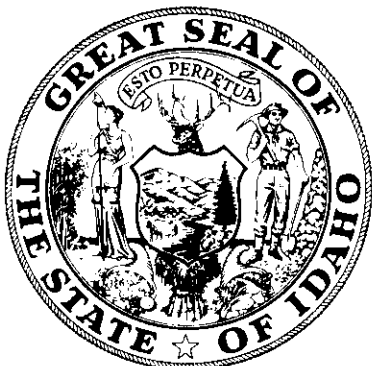
CERTIFICATE OF AUTHORITY
OF

FIRST INTERSTATE LEASING, INC.

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

Dated April 5, 19 82



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 FIRST INTERSTATE LEASING, INC.
2. *The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is May 1, 1981 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 1625 Broadway, Suite 2100, Dome Tower, Denver, CO 80202
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:
For the lease and sale of personal property.

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

Name	Office	Address
SEE ATTACHED		

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
15,000	Common	No par value

(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	No par value

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 March 2, 19 82.

FIRST INTERSTATE LEASING, INC.

By Terry V. Pender
Terry V. Pender

Its President

and Roger T. White

Roger T. White

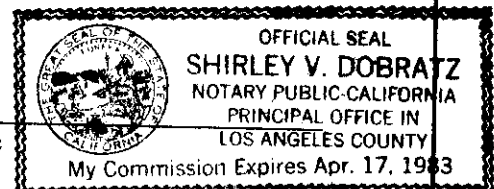
Its Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss:

I, Shirley V. Dobratz, a notary public, do hereby certify that on this 2nd day of March, 19 82, personally appeared before me Terry V. Pender, who being by me first duly sworn, declared that he is the President of FIRST INTERSTATE LEASING, INC.

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

Shirley V. Dobratz
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.

OFFICERS

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Terry V. Pender	President	707 Wilshire Boulevard Los Angeles, California 90017
Edwin T. Neset	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
David L. Copp	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Ted G. Parker	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Jack A. Mannebach	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Roger T. White	Secretary	707 Wilshire Boulevard Los Angeles, California 90017
Sharon Carpenter	Asst. Secy.	707 Wilshire Boulevard Los Angeles, California 90017
Robert M. Austin	Asst. Secy.	707 Wilshire Boulevard Los Angeles, California 90017
Allen Moehle	Treas./CFO	707 Wilshire Boulevard Los Angeles, California 90017
Donald Kruger	Asst. Treas.	707 Wilshire Boulevard Los Angeles, California 90017
D. Paul Nibarger	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Marti MacInnes	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Robert G. Smith	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
Jim Clubb	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017
James A. Spencer	V. Pres.	707 Wilshire Boulevard Los Angeles, California 90017

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
Terry F. Campbell	707 Wilshire Boulevard Los Angeles, California 90017
Terry V. Pender	707 Wilshire Boulevard Los Angeles, California 90017
James K. Phillipsen	707 Wilshire Boulevard Los Angeles, California 90017
Roger T. White	707 Wilshire Boulevard Los Angeles, California 90017

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RECEIVED
ARTICLES OF INCORPORATION
OF
FIRST INTERSTATE LEASING, INC.
DEPARTMENT OF STATE
STATE OF COLORADO

The undersigned natural person, being 18 or more years of age, hereby establishes a corporation pursuant to the statutes of Colorado and adopts the following Articles of Incorporation:

1. The name of the Corporation is First Interstate Leasing, Inc.
2. The Corporation shall have perpetual existence.
3. The purposes for which this Corporation is formed are to transact any and all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code, and the corporation may do everything necessary, suitable, convenient, lawful or proper for the accomplishment of any and all of its corporate purposes. The Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of Colorado.
4. The Corporation shall have the authority to issue 15,000 shares of Common Stock, with no par value.
5. The shareholders of the Corporation shall not have cumulative voting rights in the election of directors.
6. The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Colorado.

COPIES OF THIS COMPLETE
FILE

7. The following provisions are inserted for the regulation of the internal affairs of the Corporation, and they are in furtherance of and not in limitation or exclusion of the powers conferred by law:

(a) The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim, rights or interest in, such shares on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or any rights in such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person; and no such purchaser, assignee, transferee or other person shall be entitled to receive notice of the meetings of the shareholders, to vote at such meetings, to examine a list of the shareholders, to be paid dividends or other sums payable to shareholders, or to own, enjoy and exercise any other property or rights in such shares against the Corporation, until such purchaser, assignee, transferee or other person has become the registered holder of such shares.

(b) The Corporation is granted the right to impose such restrictions on the transfer of the shares as a

majority of the Board of Directors deems necessary, advisable or proper.

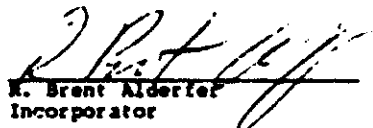
8. The address of the initial registered office of the Corporation is 1625 Broadway, Suite 2100, Dome Tower, Denver, Colorado 80202. The name of its initial registered agent at such address is Robert C. Hawley.

9. Five directors shall constitute the initial Board of Directors, their names and addresses being as follows:

<u>Name</u>	<u>Address</u>
Jerol M. Sonosky	707 Wilshire Blvd. Los Angeles, California 90036
Terry V. Penner	707 Wilshire Blvd. Los Angeles, California 90036
Elmer L. Stone	707 Wilshire Blvd. Los Angeles, California 90036
Roger T. White	707 Wilshire Blvd. Los Angeles, California 90036
James K. Phillipsen	707 Wilshire Blvd. Los Angeles, California 90036

10. The name and address of the incorporator is R. Brent Alderfer, 2100 Dome Tower, 1625 Broadway, Denver, Colorado 80202.

Dated: April 30, 1981


R. Brent Alderfer
Incorporator

STATE
COUNTY

that a
person
declared
therein
In wit

S E

STATE OF COLORADO)

153.

COUNTY OF DENVER)

I, the undersigned, as Notary Public, hereby certify that on the 30th day of April, 1961, R. Brent Alderfer personally appeared before me, and being duly sworn by me, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

In witness whereof I have hereunto set my hand and seal.

NOTARY PUBLIC

(S E A L)

Feb 10 1922
My commission expires