

State of Delaware



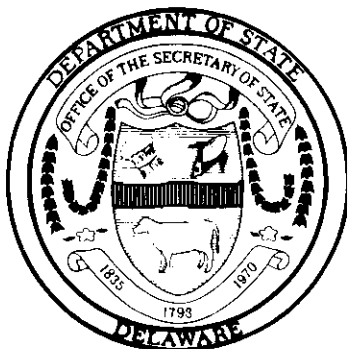
Aug 24 9 55 AM '88
SECRETARY OF STATE

Office of Secretary of State


I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP OF "EQUITABLE LIFE LEASING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "ARL LEASING CORPORATION", "DSI LEASING CORPORATION", "DYNATECH LEASING CORPORATION", "ELLCO - SENTRY LEASING CORPORATION", "FLOW SYSTEMS LEASING CORPORATION", "GCA LEASING CORPORATION", "NET LEASING CORPORATION", "SPECTRAGRAPHS LEASING CORPORATION" AND "SUPERMINI LEASING CORPORATION", CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JUNE, A.D. 1988, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT UPON FILING OF THE AFORESAID CERTIFICATE OF OWNERSHIP, THE CORPORATE EXISTENCE OF "DSI LEASING CORPORATION" TERMINATED.



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Michael Harkins, Secretary of State

AUTHENTICATION: 1833489

DATE: 08/19/1988