



Department of State.

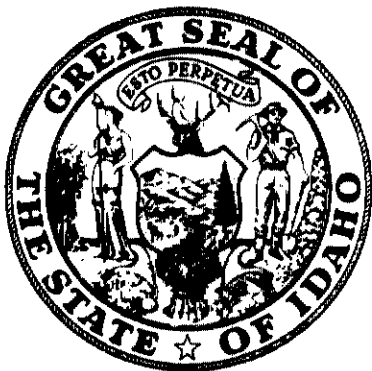
**CERTIFICATE OF AUTHORITY
OF**

KEYCORP LEASING LTD.

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

Dated October 01, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth [Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 KEYCORP LEASING LTD.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of DELAWARE

4. The date of its incorporation is APRIL 11, 1974 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

CORPORATION TRUST CENTER, 1209 ORANGE STREET, WILMINGTON, DELAWARE 19801

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

ONE KEYCORP PLAZA, ALBANY, NEW YORK 12207

7. The street 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

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

TO MAKE, ACQUIRE AND SERVICE LEASES AND OTHERWISE ENGAGE IN THE ACTIVITIES OF A LEASING COMPANY

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

Name	Office	Address
<u>SEE LIST ATTACHED</u>		

(continued on reverse)

Name	Office	Address

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: SEPTEMBER 27, 1990

KEYCORP LEASING LTD.

(Corporation Name)

By Deborah L. Bevier

Its President/Vice President (please specify)

and [Signature]

Its Secretary/ Assistant Secretary (please specify)

STATE OF NEW YORK)

) ss:

COUNTY OF ALBANY)

I, MARK P. MARAGLIO, a notary public, do hereby certify that on this 27 day of SEPTEMBER, 19 90, personally appeared before me DEBORAH L. BEVIER, who being by me first duly sworn, declared that (s)he is the PRESIDENT of KEYCORP LEASING LTD.

that (s)he signed the foregoing document as PRESIDENT of the corporation and that the statements therein contained are true.

MARK P. MARAGLIO
 Notary Public, State of New York
 No. 4643412
 Qualified in Greene County
 Commission Expires March 30, 1991

Mark P. Maraglio
 Notary Public

KEYCORP LEASING LTD.

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Deborah L. Bevier	President and Chief Executive Officer and Director	One KeyCorp Plaza Albany, New York 12207
Albert J. Brown, Jr.	Director	One KeyCorp Plaza Albany, New York 12207
Walter V. Ferris	Secretary and Director	One KeyCorp Plaza Albany, New York 12207
J. Michael Fitzgibbons	Executive Vice President	One KeyCorp Plaza Albany, New York 12207
Leroy G. Irving	Director	One KeyCorp Plaza Albany, New York 12207
Francis L. Roddy	Director	One KeyCorp Plaza Albany, New York 12207
Raymond C. Stevens	Vice President, Treasurer and Assistant Secretary	One KeyCorp Plaza Albany, New York 12207
Frederick E. Wolfert	Executive Vice President	One KeyCorp Plaza Albany, New York 12207

State of Delaware



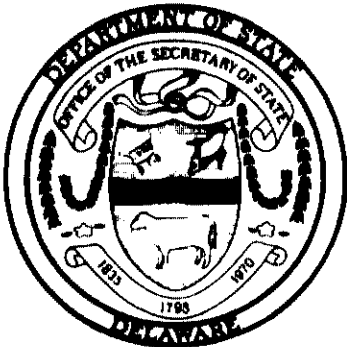
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY KEYCORP LEASING LTD. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12797629

DATE: 09/20/1990