

State of Idaho

Department of State

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.

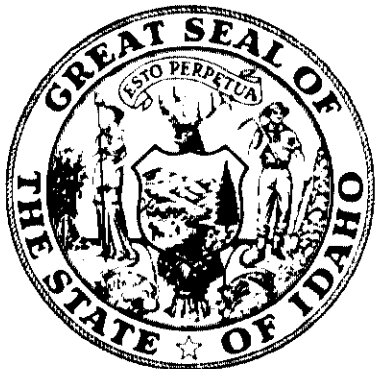
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

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 October 6, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

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 FIRST INTERSTATE LEASING, INC.

2. The name which it shall use in Idaho is N/A

(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 California

4. The date of its incorporation is January 7, 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 245 S. Robles Ave., Pasadena, CA 91109

6. The address to which correspondence should be addressed, if different from that in item 5. P.O. Box 7088, Pasadena, CA 91109

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 CT CORPORATION SYSTEM

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

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

Name	Office	Address
SEE ATTACHED LIST		

(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: x 9-19- , 1986

FIRST INTERSTATE LEASING, INC.

(Corporation Name)

By A. Goehring

Its President/ Vice President (please specify)

Arnold Goehring, Executive Vice President

and Craig Walker

Its Secretary/ Assistant Secretary (please specify)

Craig Walker, Assistant Secretary

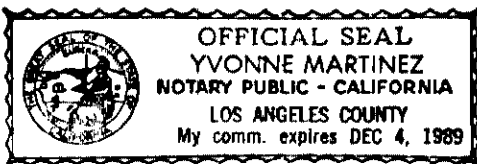
STATE OF CALIFORNIA)

) ss:

COUNTY OF LOS ANGELES)

I, YVONNE MARTINEZ , a notary public, do hereby certify that on this 19th day of September , 19 86 , personally appeared before me Arnold Goehring , who being by me first duly sworn, declared that (s)he is the Executive Vice President of FIRST INTERSTATE LEASING, INC.

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



 Yvonne Martinez
Notary Public

Leasing personal property or acting as agent, broker or advisor in leasing such property, provided such lease is to serve as the functional equivalent of an extension of credit to the lessee of the property and subject to other restrictions as set forth in Regulation Y of the Federal Reserve Board 12 CFR 225.4 (a)(6).

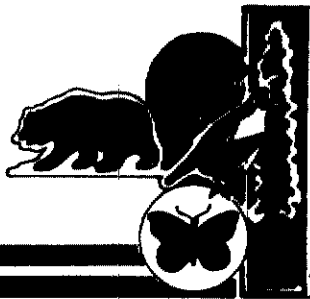
FIRST INTERSTATE LEASING, INC.
(CALIFORNIA)
OFFICERS

NAME	BUSINESS AND RESIDENCE ADDRESSES	SOC SEC #
JAMES HOOK CHIEF EXEC. OFFICER PRESIDENT	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE. PASADENA, CA 91109 RES: 380 CALIFORNIA TERRACE PASADENA, CA 91105	585-22-2512
ARNOLD GOEHRING EXEC VICE PRESIDENT CHIEF OPERATION OFFICER AND TREASURER	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE. PASADENA, CA 91109 RES: 19015 LA CROSSE GLEN DORA, CA 91740	092-36-0291
PETER BERNER SR. VICE PRESIDENT SALES AND MARKETING	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE. PASADENA, CA 91109 RES: 24613 LITTLE OAK LANE NEWHALL, CA 91321	127-38-9694
MARY P. CHEUNG VICE PRESIDENT AND CONTROLLER	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE. PASADENA, CA 91109 RES: 1308 S. NEW AVE., UNIT E SAN GABRIEL, CA 91776	085-48-6782
JILL B. WACHBRIT ASSIST. VICE PRESIDENT AND TAX MANAGER	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE. PASADENA, CA 91109 RES: 11124 VIKING AVENUE NORTHRIDGE, CA 91326	229-88-9558
SANDOR SAMUELS SECRETARY	BUS: FIRST INTERSTATE BANCORP 707 WILSHIRE BLVD. LOS ANGELES, CA 90017 RES: 5430 NAGEL AVENUE VAN NUYS, CA 91401	573-86-1959
CRAIG WALKER ASSIST. SECRETARY	BUS: FIRST INTERSTATE LEASING 245 SOUTH LOS ROBLES AVENUE PASADENA, CA 91109 RES: 13928 TAHITI WAY, #112 MARINA DEL REY, CA 91292	572-76-473

FIRST INTERSTATE LEASING, INC.

DIRECTORS

NAME	BUSINESS AND RESIDENCE ADDRESSES
JAMES HOOK CHAIRMAN	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE., A-03 PASADENA, CA 91109 RES: 380 CALIFORNIA TERRACE PASADENA, CA 91105
PETER BERNER	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE., A-03 PASADENA, CA 91109 RES: 24613 LITTLE OAK LANE NEWHALL, CA 91321
JAMES F. BURNS	BUS: FIRST INTERSTATE BANCORP 707 WILSHIRE BLVD., W58-13 LOS ANGELES, CA 90017 RES: 3386 COUNTRY CLUB DRIVE GLENORA, CA 91208
TERRY F. CAMPBELL	BUS: FIRST INTERSTATE BANK 9601 WILSHIRE BLVD. BEVERLY HILLS, CA 90210 RES: 2212 FLINTRIDGE DRIVE GLENORA, CA 92106
DENTON FOLKES	BUS: FIRST INTERSTATE BANCORP 707 WILSHIRE BLVD., W25-5 LOS ANGELES, CA 90017 RES: 134 NORTH PLYMOUTH BLVD. LOS ANGELES, CA 90004
ARNOLD GOEHRING	BUS: FIRST INTERSTATE LEASING, INC. 245 SOUTH LOS ROBLES AVE., A-03 PASADENA, CA 91109 RES: 19015 LA CROSSE GLENORA, CA 91740
ROBERT GREENE	BUS: FIRST INTERSTATE BANK 707 WILSHIRE BLVD., W25-13 LOS ANGELES, CA 90017 RES: 9502 LEMON STREET VILLA PARK, CA 92667



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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

That on the 9th day of January, 19 81

FIRST INTERSTATE LEASING, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
29th day of September, 1986

March Fong Eu

Secretary of State