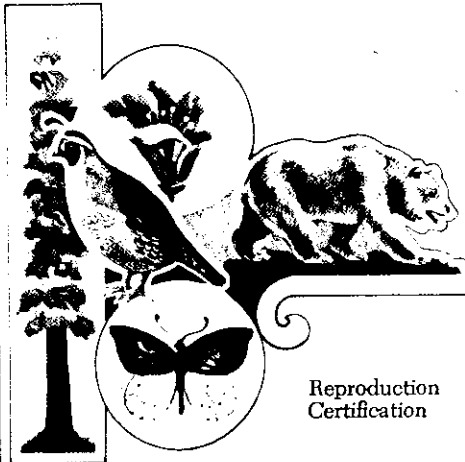


# State of California

OFFICE OF THE SECRETARY OF STATE



Reproduction  
Certification

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

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this



*March Fong Eu*

Secretary of State

## CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

PACIFIC SYSTEMS, INC.

FILED

in the office of the Secretary of State  
of the State of California

OCT 28 1977

MARCH FONG EU, Secretary of State

Deputy

\* \* \* \* \*

PETER K. NEVITT, the President, and SANDRA COOPER WOODSON, the Assistant Secretary, of PACIFIC SYSTEMS, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the President and the Assistant Secretary, respectively, of Pacific Systems, Inc., a California corporation.

2. That an amendment to the Articles of Incorporation of this corporation has been approved by the Board of Directors.

3. That the amendment so approved by the Board of Directors is as follows:

*FIRST*  
Article *I* of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the Corporation is Bamerilease Capital Corporation.


4. That the sole shareholder has adopted said amendment by written consent. That the wording of said amendment as approved by the written consent of the sole shareholder is the same as that set forth in Article 3 above. That said written consent was signed by a holder of outstanding shares having not less than the minimum number of required votes necessary to approve said amendment in accordance with Section 902 of the California Corporations Code.

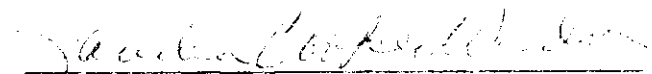
5. That the designation and total number of outstanding shares entitled to vote on or give written consent to said amendment and the minimum percentage vote required of each class or series entitled to vote on or to give written consent to said amendment for approval thereof are as follows:

<u>Designation</u>	<u>Number of shares outstanding entitled to vote or give written consent</u>	<u>Minimum percentage vote required to approve</u>
Common	10 shares	More than fifty percent


6. That the number of shares of each class which gave written consent in favor of said amendment equaled or exceeded the minimum percentage vote required of each class entitled to vote. Said minimum percentage vote is set forth in Article 5 of this certificate.

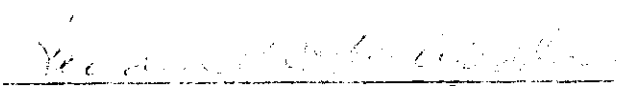
IN WITNESS WHEREOF, the undersigned have executed this certificate this 11<sup>th</sup> day of October, 1977.

  
\_\_\_\_\_  
President - Peter K. Nevitt

  
\_\_\_\_\_  
Assistant Secretary -  
Sandra Cooper Woodson

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California on 11 October, 1977.

  
\_\_\_\_\_  
President - Peter K. Nevitt

  
\_\_\_\_\_  
Assistant Secretary - Sandra C. Woodson