

93345/102122

State of Idaho

Department of State

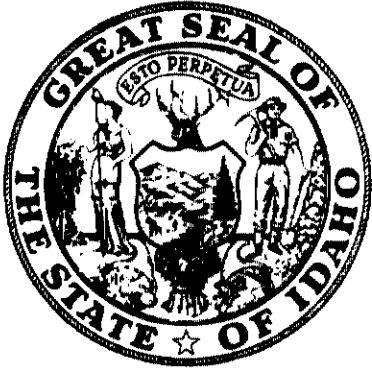
CERTIFICATE OF AUTHORITY OF

MARINE MIDLAND AUTO LEASE CORP.

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

Dated **September 20, 1990**



Pete T. Cenarrusa
SECRETARY OF STATE

Elizabeth M. Zabala
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 **SECRETARY OF STATE**

SEP 21 8 46 AM '90

1. The name of the corporation is MARINE MIDLAND AUTO LEASE CORP.

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 August 30, 1990 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 c/o The Prentice-Hall Corporation System, Inc. 32 Lockerman Square, Suite L-100, Dover, Delaware 19901

6. The address to which correspondence should be addressed, if different from that in item 5. One Marine Midland Center, Buffalo, New York 14203

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

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

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

Name	Office	Address
<u>See Attached Rider</u>		

(continued on reverse)

Name

Office

Address

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 13, 1990

MARINE MIDLAND AUTO LEASE CORP.

(Corporation Name)

By William C. Taylor Its President/Vice President (please specify)
 and Pamela J. Pyle Its Secretary/Assistant Secretary (please specify)

STATE OF New York)
) ss:
 COUNTY OF Erie)

I, _____, a notary public, do hereby certify that on this 13th day of September, 19 90, personally appeared before me William C. Taylor, who being by me first duly sworn, declared that (s)he is the President of MARINE MIDLAND AUTO LEASE CORP.

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

MARK A. WIENCEK
 NOTARY PUBLIC, State of New York
 Qualified in Erie County
 My Commission Expires SEPTEMBER 30, 1992
 Notary Public

MARINE MIDLAND AUTO LEASE CORP.
OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
William C. Taylor 123-26-1136	President	One Marine Midland Center Buffalo, NY 14203
Devon M. Cohen 055-46-6338	Vice President	One Marine Midland Center Buffalo, NY 14203
Mary B. Sommer 063-28-9494	Treasurer	One Marine Midland Center Buffalo, NY 14203
Joseph M. Meyer 058-38-7713	Ass't. Treasurer	One Marine Midland Center Buffalo, NY 14203
Philip S. Toohey 114-34-0684	Secretary	One Marine Midland Center Buffalo, NY 14203
Pamela J. Pyle 111-40-2650	Ass't. Secretary	One Marine Midland Center Buffalo, NY 14203
Craig N. Wright 079-48-2517	Ass't. Secretary	One Marine Midland Center Buffalo, NY 14203

DIRECTORS

Frank J. Laski 565-36-0729	Sole Director	One Marine Midland Center Buffalo, NY 14203
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ATTACHMENT A

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State of Delaware

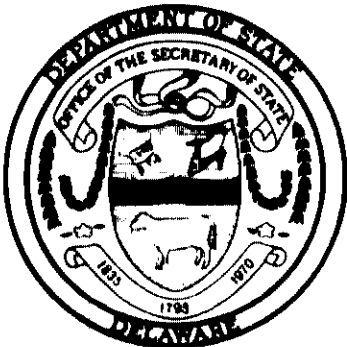


SEP 20 8 46 AM '90
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MARINE MIDLAND AUTO LEASE CORP. 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.

| | | | | | | | | |



750260175

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: |2792111

DATE: 09/17/1990

SEP 4 8 46 AM '90
SECRETARY OF STATE

CONSENT TO USE OF NAME

Marine Midland Leasing Corporation, a corporation
organized under the laws of the State of New York, hereby consents to
the organization-qualification of Marine Midland Auto Lease Corp.
in the State of Idaho.

IN WITNESS WHEREOF, the said Marine Midland Leasing
Corporation has caused this consent to be executed by its _____ president
and attested under its corporate seal by its _____ secretary, this 31 day of
August 1990.

Marine Midland Leasing Corporation

By Richard W. Parker
Richard W. Parker President

Attest:

Philip S. Toohy
Philip S. Toohy Secretary

(SEAL)