

# State of Idaho

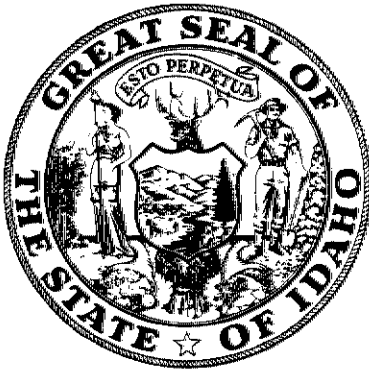
## Department of State.

CERTIFICATE OF AUTHORITY  
OF  
CBD LEASING, INC.

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

Dated June 16, 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:

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SECRETARY OF STATE

1. The name of the corporation is CBD LEASING, INC.

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 May 29, 1986 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 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. 1 Penn's Way, New Castle, Delaware 19720

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:  
Making or acquiring for its own or for the account of others commercial loans and leasing personal or real property or acting as agent, broker, or adviser in leasing such property and servicing such leases.

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

Name	Office	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

See attached.

(continued on reverse)



**EXHIBIT 1**

**CBD LEASING, INC.**

**Directors \***

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>
William A. Urban	450 Mamaroneck Avenue	Harrison, NY 10528
Thomas E. McGrath	450 Mamaroneck Avenue	Harrison, NY 10528
Robert D. Montgomery, Jr.	450 Mamaroneck Avenue	Harrison, NY 10528

\* The term of all Directors will expire at the next Annual Meeting of Stockholders.

EXHIBIT 11

CBD LEASING, INC.

Officers\*

<u>Name</u>	<u>Street and Number</u>	<u>City and State</u>	<u>Title</u>
William A. Urban	450 Mamaroneck Avenue	Harrison, NY 10528	Chairman
James R. Keating	1050 Connecticut Ave., N.W.	Washington, D.C. 20036	President
Mark R. Slowenski	1 Penn's Way	New Castle, Delaware 19720	Vice President & Assistant Secretary
Carol Zangrandi	450 Mamaroneck Avenue	Harrison, NY 10528	Vice President
Richard Dickson	777 Long Ridge Road, Bldg. #3	Stamford, CT 06902	Vice President
Edward Reznick	1 Penn's Way	New Castle, Delaware 19720	Vice President
Paige Dunlap	1050 Connecticut Ave., N.W.	Washington, D.C. 30026	Assistant Vice President
Theodore Bajo	450 Mamaroneck Avenue	Harrison, NY 10528	Secretary
Martha Stothers	450 Mamaroneck Avenue	Harrison, NY 10528	Assistant Secretary

\*The term of all Officers will expire at the next Organization Meeting

# State of Delaware

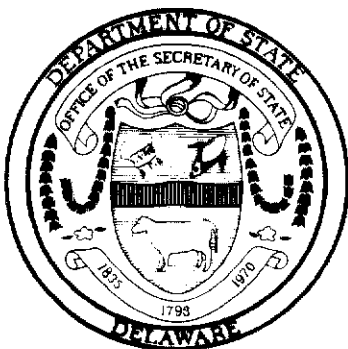


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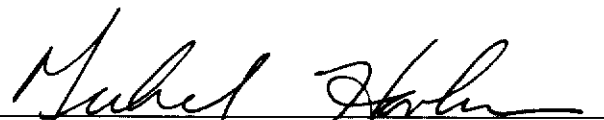
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY CBD LEASING, INC. 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.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10849438

DATE: 06/10/1986