

State of Idaho

Department of State

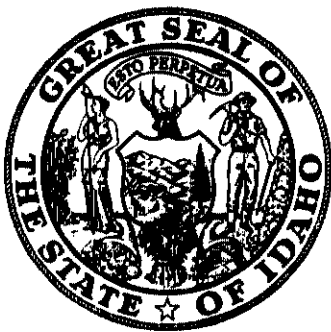
CERTIFICATE OF AUTHORITY OF

BARCLAYS BUSINESS CREDIT, INC.

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

Dated: March 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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SEC. OF STATE

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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1. The name of the corporation is Barclays Business Credit, 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 Connecticut
4. The date of its incorporation is November 28, 1980 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 200 Glastonbury Blvd., Glastonbury, CT 06033
6. The address to which correspondence should be addressed, if different from that in Item 5.
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 is proposed to pursue in the transaction of business in Idaho are:
See Attached Exhibit A

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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

Name	Office	Address
See Attached Exhibit B		

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: February 11, 1993

Barclays Business Credit, Inc.

By [Signature] (Corporation name)
its President/Vice President (please specify)
and [Signature]
its Secretary/Assistant Secretary (please specify)

STATE OF Connecticut)
COUNTY OF Hartford) ss:

I, Andrea Strickland, a notary public, do hereby certify that on this 11th day of February, 19 93, personally appeared before me John E. Deans, who being by me first duly sworn, declared that (s)he is the Secretary of Barclays Business Credit, Inc.

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

ANDREA STRICKLAND
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1997

Andrea Strickland

Notary Public

EXHIBIT A

The business and activities to be conducted by this corporation shall be limited as follows:

1. To make commitments for, to make secured and unsecured loans to, to extend credit to, to act in the capacity of broker, agent, or representative for, and to provide all other financial accommodations and services for any corporation, trusts, association, partnership, business organization, or individual insofar as permitted by law.
2. To purchase, own, sell, guarantee or otherwise deal in notes, open accounts, loans, commitments and other similar evidences of debt, and any and all types of choses in action or any partial or complete interest therein, whether issued by this corporation or any other corporation, trust, association, partnership, business organization, or individual insofar as permitted by law.
3. To receive and accept transfers, pledges, security interests, mortgages, conditional sales contracts or any other type or form of collateral and to deal with the same as owner, lender, factor, or otherwise, insofar as permitted by law, as a means of securing or of recovering money or property advanced, invested, or loaned.
4. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in stocks, bonds, securities, and other property, tangible or intangible, real or personal or mixed, or any other interest therein and to conduct all other business insofar as permitted by law.
5. To purchase or otherwise acquire and hold the stock, good will, rights, assets and property, tangible or intangible, real or personal or mixed, of any corporation, trust, association, partnership, business organization, or individual insofar as permitted by law.

Exhibit B
OFFICERS AND DIRECTORS
OF BARCLAYS BUSINESS CREDIT, INC.

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
President and Chief Executive Officer	Peter G. Bland*	200 Glastonbury Boulevard, Glastonbury, CT 06033
President, Barclays Credit Services Division	Ian F. MacKinnon	200 Glastonbury Boulevard, Glastonbury, CT 06033
President, Business Finance Division	Irwin Telch	300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339
Senior Vice President	Joe W. Carter, Jr.	201 South Tryon Street, Charlotte, NC 28231
Senior Vice President	Ferrell L. Coppedge	300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339
Senior Vice President & Chief Financial Officer	Bruce C. Dumelin*	200 Glastonbury Boulevard, Glastonbury, CT 06033
Senior Vice President & Assistant Treasurer	Michael A. Farley*	•
Senior Vice President	Robert R. Hall	•
Senior Vice President	Allen A. Jani	•
Senior Vice President	James E. Meyers	Tower 49, 12 East 49th Street, New York, NY 10017
Senior Vice President	Ronald L. Stacey	200 Glastonbury Boulevard, Glastonbury, CT 06033
Senior Vice President	Philip F. Strauss, Jr.	15260 Ventura Blvd., Suite 1200, Sherman Oaks, CA 91403
Senior Vice President	William E. Swindells	Madison Plaza, 200 West Madison St., Chicago, IL 60606
Senior Vice President	Jack L. Warren	200 Glastonbury Boulevard, Glastonbury, CT 06033
Senior Vice President	David M. Waters*	•
Vice President	James E. Ashcraft	201 South Tryon Street, Charlotte, NC 28231
Vice President	Lawrence J. Ausburn	15260 Ventura Blvd., Suite 1200, Sherman Oaks, CA 91403
Vice President	Rosemary Bailey	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Robert C. Barnett, Jr.	201 South Tryon Street, Charlotte, NC 28231
Vice President	Reuel A. Belcher	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Nancy S. Blanton	201 South Tryon Street, Charlotte, NC 28231
Vice President	Ronald D. Clack	300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339
Vice President	Timothy A. Clarke	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Bryan M. Corsini	•
Vice President	Deming S. Cross, Jr.	•
Vice President & Secretary	John E. Deans	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Michael B. Dianich	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Kenneth Eller	1850 Parkway Plaza, Suite 900, Marietta, GA 30067
Vice President	Bruce E. Ericsson	201 South Tryon Street, Charlotte, NC 28231
Vice President	William L. Fleming	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Richard P. Gagnon	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Richard A. Ginel	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Howard L. Handman	•
Vice President	Sandra D. Hanson	•
Vice President	David M. Harrington	•
Vice President	Peter F. Harrington	•
Vice President	John J. Harberger	•

Title

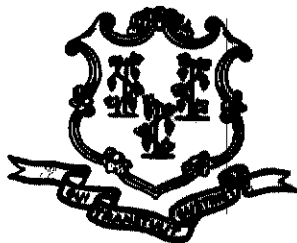
Name

Business Address

Vice President	Cayn R. Johnson	201 South Tryon Street, Charlotte, NC 28231
Vice President	Michael R. Johnson	300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339
Vice President	Daniel Kirby, Jr.	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Ira J. Kraft	Madison Plaza, 200 West Madison St., Chicago, IL 60606
Vice President	Robert G. Levin	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Peter B. Loening	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	David A. Lorenson	"
Vice President	Ronald L. Mancuso	"
Vice President	Alan R. Meier	2300 No. Mayfair Road, Suite 375, Wauwatosa, WI 53226
Vice President	Priscilla M. Mepyrans	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	John J. Michalsin	"
Vice President	Robert P. Minson	"
Vice President	Jonathan Y. Nareff	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Donna M. Norris	201 South Tryon Street, Charlotte, NC 28231
Vice President	Michael A. Parker	2711 No. Haskell Avenue, Dallas, TX 75204
Vice President	Audrey A. Pengelly	2300 No. Mayfair Road, Suite 375, Wauwatosa, WI 53226
Vice President	Mevin L. Robbins	1939 Harrison St., Suite 1450, Oakland, CA 94612-3508
Vice President	Roland J. Robinson	6060 St. Albans St., Suite 200, Charlotte, NC 28287
Vice President	Norman E. Rogers, Jr.	200 Glastonbury Boulevard, Glastonbury, CT 06033
Vice President	Jeffrey A. Shachtat	15260 Ventura Blvd., Suite 1200, Sherman Oaks, CA 91403
Vice President	Michael Sheff	2711 No. Haskell Avenue, Dallas, TX 75204
Vice President	Irene Siegel	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	John D. Smith	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Stuart J. Solomon	300 Galleria Parkway, N.W., Suite 800, Atlanta, GA 30339
Vice President	Charles F. Steinyeger	201 South Tryon Street, Charlotte, NC 28231
Vice President	Randall J. Taino	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	W. David Thompson	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Herbert T. Thureau	201 South Tryon Street, Charlotte, NC 28231
Vice President	John Charles Van Esche	Tower 49, 12 East 49th Street, New York, NY 10017
Vice President	Alan J. Wagner	200 Glastonbury Boulevard, Glastonbury, CT 06033

*Director

abs/address.off



State of Connecticut

Office of Secretary of the State

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SEC. OF STATE

I, Pauline R. Kezer, ^{33 MAR 9 AM 8 43} Secretary of the State of Connecticut, and keeper of the seal thereof, DO HEREBY CERTIFY, that the Certificate of Incorporation of

BARCLAYSAMERICAN/BUSINESS CREDIT, INC.

as a STOCK corporation under the Connecticut General Statutes was filed in this office on NOVEMBER 28, 1980. The following comprises a list of amendments changing the name of the corporation filed in this office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

FILED

BARCLAYS BUSINESS CREDIT, INC.

JAN. 3, 1989

Insofar as the records of this office reveal, the corporation is in existence and in good standing.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State of Connecticut, at Hartford, this 1st day of March 1993.

A handwritten signature in cursive script that reads "Pauline R. Kezer".

Secretary of the State

RCD