



Department of State.

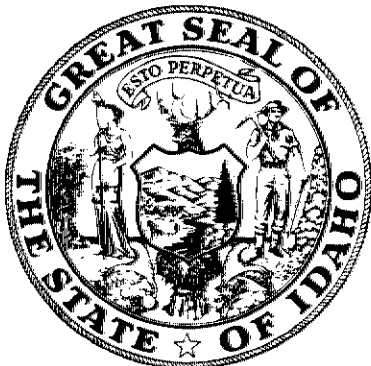
**CERTIFICATE OF AUTHORITY
OF**

AVCO LEASING SERVICES, INC.

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

Dated **March 18, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 AVCO LEASING SERVICES, INC.

2. The name which it shall use in Idaho is AVCO LEASING SERVICES, INC.

(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 27, 1985 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 620 Newport Center Drive, Newport Beach, California 92660

6. The address to which correspondence should be addressed, if different from that in item 5. 620 Newport Center Drive, Newport Beach, California 92660

7. The street address of its proposed registered office in Idaho is First Interstate Bank Building, 700 West Idaho, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is UNITED STATES CORPORATION COMPANY

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Leasing personal property and related financial activities

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

Name

Office

Address

SEE ATTACHMENT

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
250	Common	\$100.00

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
250	Common	\$100.00

12. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated

Dated: March 11, 1985

AVCO LEASING SERVICES, INC.

By Stephen D. Brandon
Stephen D. Brandon, Its ~~President~~ Vice President (please specify)

and Charlotte Williams
Charlotte Williams Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF CALIFORNIA)
)ss
COUNTY OF ORANGE)

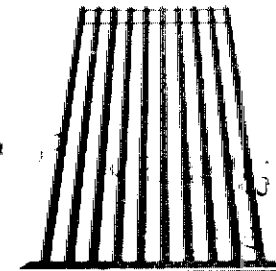
I, Marilyn L. Havens, a notary public, do hereby certify that on
this 11th day of March, 19 85, personally appeared before me
Stephen D. Brandon, who being by me first duly sworn, declared that he is the
Vice President of AVCO LEASING SERVICES, INC.

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



Marilyn L. Havens
Notary Public

<u>NAME</u>	<u>OFFICE/TITLE</u>	<u>STREET ADDRESS</u>
Gary L. Fite	Director, Vice President, Treasurer & Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Stephen D. Brandon	Director, Vice President & Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Herbert F. Smith	Director, Vice President & Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Charles R. Rinehart	President	620 Newport Center Dr. Newport Beach, CA 92660
Robert D. Brazeau	Vice President	620 Newport Center Dr. Newport Beach, CA 92660
Ron Bukow	Vice President	620 Newport Center Dr. Newport Beach, CA 92660
Barbara Stafford	Assistant Vice President & Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Charlotte Williams	Assistant Vice President & Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
R. J. Hoegler	Assistant Treasurer	620 Newport Center Dr. Newport Beach, CA 92660
William D. Gaillard	Assistant Secretary	1275 King Street Greenwich, Conn. 06830
Laila B. Soares	Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Paul W. Meyers	Assistant Treasurer	1275 King Street Greenwich, Conn. 06830
Richard I. Bertoni	Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Thomas G. Hitzel	Assistant Treasurer	620 Newport Center Dr. Newport Beach, CA 92660
John H. Marks	Assistant Secretary	620 Newport Center Dr. Newport Beach, CA 92660
Donald E. Rennie	Vice President & Controller	620 Newport Center Dr. Newport Beach, CA 92660



OFFICE OF THE GENERAL COUNSEL

HERBERT E. SMITH, Vice President, Sec. and General Counsel

STEPHEN D. BRANDON, Asst. V. P. and Senior Counsel

CHARLES W. KRUGMEIER, Asst. V. P. and Counsel

CHARLES W. RHILINGER, JR., Counsel

LAILA B. SOARES, Counsel

March 11, 1985

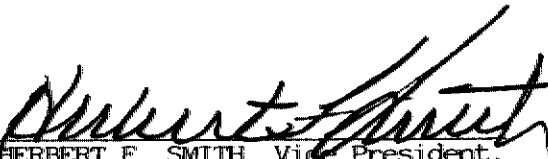
Idaho Secretary of State
Corporation Division
Capitol Building
Boise, ID 83707

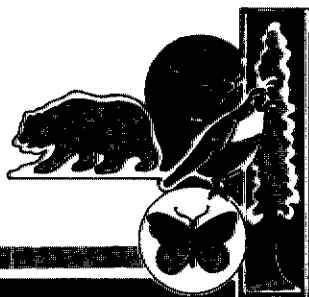
Dear Sir:

In connection with the qualification of AVCO LEASING SERVICES, INC. in your State, the undersigned corporation, being the sole owner of all of its subsidiaries incorporated in or authorized to do business in your State, hereby consents to the qualification of AVCO LEASING SERVICES, INC., and to the use of said name in your State.

AVCO FINANCIAL SERVICES, INC.

By


HERBERT F. SMITH, Vice President,
Secretary and General Counsel



State of California

OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

APR 11 1985

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

That on the 27th day of January, 19 78,

AVCO LEASING SERVICES, INC.

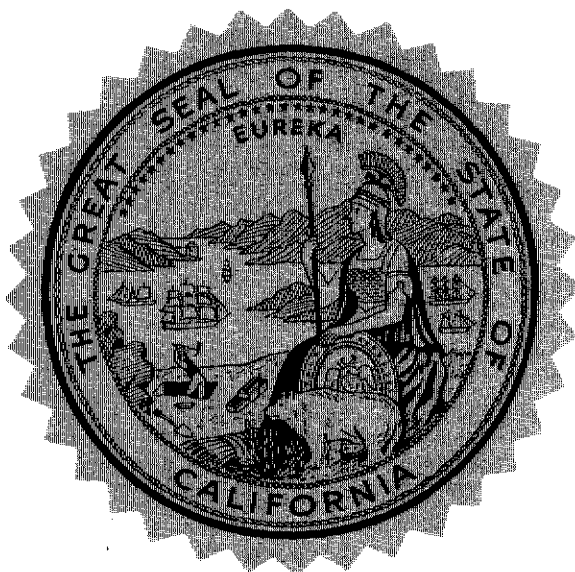
became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

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
8th day of March 1985

March Fong Eu

Secretary of State