

State of Idaho

Department of State.

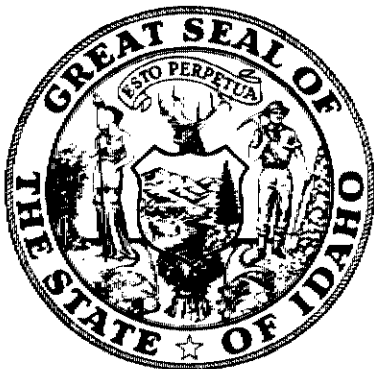
CERTIFICATE OF AUTHORITY OF

MARINE MIDLAND LEASING CORPORATION U.S.A.

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

Dated August 10, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Ann J. Clark
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 this application to the Secretary of State:

AUG 7 9 59 AM '87
SECRETARY OF STATE

1. The name of the corporation is Marine Midland Leasing Corporation U.S.A.

2. The name which it shall use in Idaho is Marine Midland Leasing Corporation U.S.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 Delaware

4. The date of its incorporation is April 20, 1987 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 824 Market Street Mall, Wilmington, DE 19801

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
General leasing business; leasing property and equipment; acting as agent, broker or advisor in leasing such property.

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

Name	Office	Address
<u>Thomas Michels</u>	<u>President</u>	<u>2208 Grant St., Wilmington, DE 19806</u>
<u>Robert E. Hastings</u>	<u>Exec VP & Treasurer</u>	<u>2400 Willard St., Wilmington, DE 19806</u>
<u>Richard G. Birmingham</u>	<u>Secretary</u>	<u>715 Princeton Rd., Wilmington, DE 19807</u>
<u>John G. Holinka</u>	<u>Assistant Secretary</u>	<u>4336 Lewiston Rd., Niagara Falls, NY 14305</u>
<u>Frank J. Laski</u>	<u>Director</u>	<u>211 Deerhurst Park Blvd., Kenmore, NY 14217</u>

(continued on reverse)

Name

Office

Address

Name	Office	Address
10' HA 22 5 7 00A		
STATE OF IDAHO		

- 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: July 1987

Marine Midland Leasing Corporation U.S.A.

(Corporation Name)

By Robert E. Hastings Its Executive Vice President

and John G. Holinka Its Secretary Assistant Secretary (please specify)

STATE OF DELAWARE)

COUNTY OF NEW CASTLE) ss:

I, Christian Witkowski, a notary public, do hereby certify that on this 24th day of July, 1987, personally appeared before me Robert E. Hastings, who being by me first duly sworn, declared that (s)he is the Executive Vice President of Marine Midland Leasing Corporation U.S.A.

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

Christian Witkowski
Notary Public



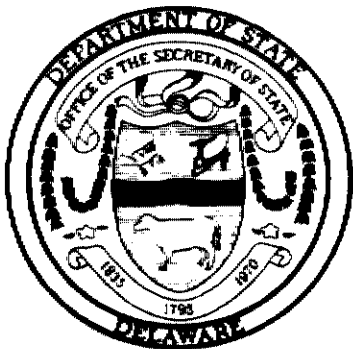
RECEIVED
SEC. OF STATE

87 AUG 10 AM 10 24

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MARINE MIDLAND LEASING CORPORATION U.S.A. 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.

1 1 1 1 1 1 1 1 1



727210047

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11341147

DATE: 07/29/1987

AUG 7 9 59 AM '87
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 Leasing Corporation U.S.A.
in the State of Idaho.

IN WITNESS WHEREOF, the said Corporation
 has caused this consent to be executed by its Vice president
and attested under its corporate seal by its Assistant secretary, this 20th day of
July 19 87.

Marine Midland Leasing Corporation

By Robert W. Bresien
Robert W. Bresien, Vice President

Attest:


John G. Holinka, Assistant Secretary

(SEAL)

15142
41657

State of Delaware

PAGE 1



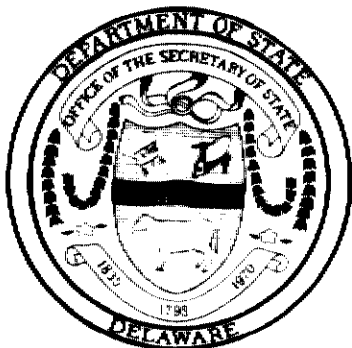
MAR 4 6 36 AM '89
SECRETARY OF STATE

Office of Secretary of State

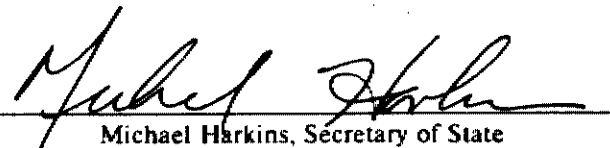
I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "MARINE MIDLAND LEASING CORPORATION U.S.A." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "MARINE MIDLAND LEASING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK UNDER THE NAME OF "MARINE MIDLAND LEASING CORPORATION" WAS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JANUARY, A.D. 1989, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

| | | | | | | |



759048138


Michael Harkins, Secretary of State

AUTHENTICATION: 12075549

DATE: 02/17/1989