

State of Idaho



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

A. I. C. LEASING CORPORATION

a corporation duly organized and existing under the laws of **Belgium** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **25th** day of **August** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **23rd** day of **August** 19**65**, a designation of **R. H. Shultz** or **W. S. Baker** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State: Done at Boise City, the Capital of Idaho, this **25th** day of **August**,

A.D. 19 **63**.
ARNOLD WILLIAMS
Secretary of State

By Deputy Secretary of State.

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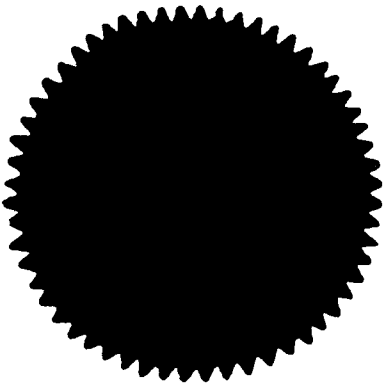
State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "A. I. C. LEASING CORPORATION", as
received and filed in this office the twenty-first day of June, A.D.
1962, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this _____ nineteenth _____ day
of _____ August _____ in the year of our Lord
one thousand nine hundred and _____ sixty-five.



J. Elisha C. Dukes

Secretary of State

R. F. Downes

Ass't Secretary of State

CERTIFICATE OF INCORPORATION

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A. I. C. LEASING CORPORATION

1. The name of the corporation is

A. I. C. LEASING CORPORATION

2. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington 99, Delaware.

3. The nature of the business or objects or purposes to be transacted, promoted or carried on are:

To buy, sell, own, lease and encumber all kinds and classes of property; to borrow money and pay interest thereon; to lend money with or without security; to qualify and make small loans under the Small Loan Laws, or other applicable lending laws, of any state, territory or subdivision of the United States; to buy, sell and otherwise deal in and assign, pledge, lend money upon, borrow money upon or discount contracts, installment sales contracts, conditional sales contracts, promissory notes, accounts, invoices, warehouse receipts, bills of lading, including evidences of security therefor; to act as insurance agent or broker when and where such is permitted by law; to sell, assign and pledge shares of capital stock of other corporations and exercise all rights and privileges of ownership thereof; to purchase and deal in its own capital stock; to carry on any lawful business necessary to promote the interest of the corporation and maintain branch offices within or without the State of Delaware.

The enumeration herein of specific powers shall not constitute a limitation as to the exercise of general corporate powers conferred by law.

4. The total number of shares of stock which the corporation shall have authority to issue is fifty (50); all of such shares shall be without par value.

5. The minimum amount of capital with which the corporation will commence business is Five Thousand Dollars (\$5,000).

6. The names and places of residence of the incorporators are as follows:

NAME

RESIDENCE

Donald L. Barnes

Chesterfield, Missouri

L. M. Curtiss

St. Louis County, Missouri

D. L. Barnes, Jr.

St. Louis County, Missouri

7. The corporation is to have perpetual existence.

8. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

9. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve, or reserves, for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee, or committees, shall have such name or names as may be stated in the by-laws of the cor-

poration or as may be determined from time to time by resolution adopted by the Board of Directors.


When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation, or corporations, as its Board of Directors shall deem expedient, and for the best interests of the corporation.

10. Whenever a compromise or arrangement is proposed between this corporation and its creditors, or any class of them, and/or between this corporation and its stockholders, or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation, or of any creditor or stockholder thereof, or on the application of any receiver, or receivers, appointed for this corporation under the provisions of Section 291, Title 8, of the Delaware Code, or on the application of trustees in dissolution or of any receiver, or receivers, appointed for this corporation under the provisions of Section 279, Title 8, of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 18th day of June, 1962 personally came before me, a notary public for the State of Missouri, Donald L. Barnes, L. M. Curtiss and D. L. Barnes, Jr. all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged that the said Certificate to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.


Notary Public

My commission expires February 19, 1964

GENEVIEVE W. HICKEY
NOTARY PUBLIC
COUNTY OF ST. LOUIS, MO.