

State of Idaho

Department of State

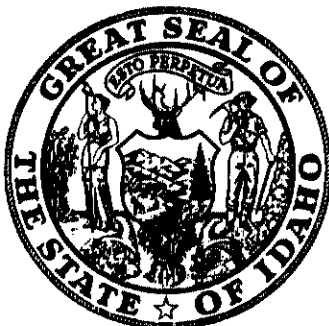
CERTIFICATE OF AUTHORITY OF

MARINE MIDLAND BUSINESS LOANS, INC.

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

Dated: February 17, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Meryl Reeves*

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:

FEB 17 10 55 AM '93
SECRETARY OF STATE

1. The name of the corporation is Marine Midland Business Loans, Inc.

2. The name which it shall use in Idaho is same

(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 November 14, 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 None

6. The address to which correspondence should be addressed, if different from that in item 5. One Marine Midland Center, 25th Floor, Buffalo, NY 14203

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: commercial finance lending

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

Name	Office	Address

IDAHO SECRETARY OF STATE
 19930217 0900 52142 2
 CK #: 40437 COST# 1
 CORPORATIO 1@ 60.00= 60.00

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(continued on reverse)

1/1/93

MARINE MIDLAND BUSINESS LOANS, INC.

OFFICERS

<u>NAME AND TITLE</u>	<u>ADDRESS</u>
Vincent J. Mancuso President	1 Marine Midland Ctr. 27th Floor Buffalo, NY 14203
Stephen C. Ames Exec. Vice President	1 Marine Midland Ctr. 24th Floor Buffalo, NY 14203
John J. Flannery Exec. Vice President	140 Broadway 3rd Floor New York, NY 10015
W.K. Hannan, Jr. Exec. Vice President	140 Broadway 10th Floor New York, NY 10015
Brian Robertson Exec. Vice President	1 Marine Midland Ctr. 24th Floor Buffalo, NY 14203
Glenn Bourland Vice President	1 Van De Graff Burlington, MA 01803
Douglas L. Bury Vice President	12001 N. Central Expwy. Suite 320 Dallas, TX 75243
James L. Czuprynski Vice President	1 Marine Midland Ctr. 25th Floor Buffalo, NY 14203
William C. Dippel Vice President	1101 Walnut Street Suite 1100 Kansas City, MO 64106
William Field Vice President	401 East Ocean Blvd. Suite 900 Long Beach, CA 90802
Daniel J. Finn, Jr. Vice President & Assistant Secretary	1 Marine Midland Ctr. 27th Floor Buffalo, NY 14203
Gary T. Fowler Vice President	1 Marine Midland Ctr. 12th Floor Buffalo, NY 14203
Christopher Godfrey Vice President	1 Van De Graaff Burlington, MA 01803

1/1/93

Donald E. Graf
Vice President

1 Marine Midland Ctr.
25th Floor
Buffalo, NY 14203

Theophil Grossguth
Vice President

237 Main Street
4th Floor
Buffalo, NY 14203

R. Scott Haskell
Vice President

1 Van De Graaff
Burlington, MA 01803

Thomas E. Joyce
Vice President

140 Broadway, 10th Floor
New York, NY 10015

John R. Lewis
Vice President

12001 N. Central Expwy.
Suite 320
Dallas, TX 75243

Kerry Maxwell
Vice President

2880 Dresden Drive
Chamblee, GA 30341

Elizabeth Muzyka
Vice President

250 S. Wacker Drive
9th Floor
Chicago, IL 60606

Mark J. Nigro
Vice President

1 Marine Midland Ctr.
25th Floor
Buffalo, NY 14203

Kurt V. Putkonen
Vice President

2880 Dresden Drive
Chamblee, GA 30341

Paul L. Schneider
Vice President

36 East 7th Street
Suite 2620
Cincinnati, OH 45202

Douglas D. Smith
Vice President

1 Marine Midland Ctr.
25th Floor
Buffalo, NY 14203

James S. Tudhope
Vice President

130 Leaview Lane
Chagrin Falls, OH 44022

Janice J. Yong
Vice President

250 S. Wacker Drive
9th Floor
Chicago, IL 60606

Peter Zimmerer
Vice President

401 E. Ocean Blvd.
Suite 900
Long Beach, CA 90802

M. Catherine Draper
Asst. Vice President

1101 Walnut Street
Suite 1100
Kansas City, MO 64106

1/1/93

Jack B. Kolbas
Asst. Vice President

One Marine Midland Ctr.
25th Floor
Buffalo, NY 14203

Michael Norvet
Asst. Vice President

12001 N. Central Expwy.
Suite 320
Dallas, TX 75243

Michael O'Connell
Asst. Vice President

250 S. Wacker Dr.
9th Floor
Chicago, IL 60606

Robert J. Parks
Asst. Vice President

401 E. Ocean Blvd.
Suite 900
Long Beach, CA 90802

Jill Snyder
Asst. Vice President

2880 Dresden Drive
Chamblee, GA 30341

Mary B. Sommer
Treasurer

1 Marine Midland Ctr.
26th Floor
Buffalo, NY 14203

Gerald J. Wachala
Asst. Treasurer

1 Marine Midland Ctr.
26th Floor
Buffalo, NY 14203

Philip S. Toohey
Secretary

1 Marine Midland Ctr.
24th Floor
Buffalo, NY 14203

John G. Holinka
Asst. Secretary

1 Marine Midland Ctr.
27th Floor
Buffalo, NY 14023

John D. Small
Asst. Secretary

1 Marine Midland Ctr.
27th Floor
Buffalo, NY 14203

Gea Tung
Asst. Secretary

1 Marine Midland Ctr.
27th Floor
Buffalo, NY 14203

DIRECTORS

Philip S. Toohey

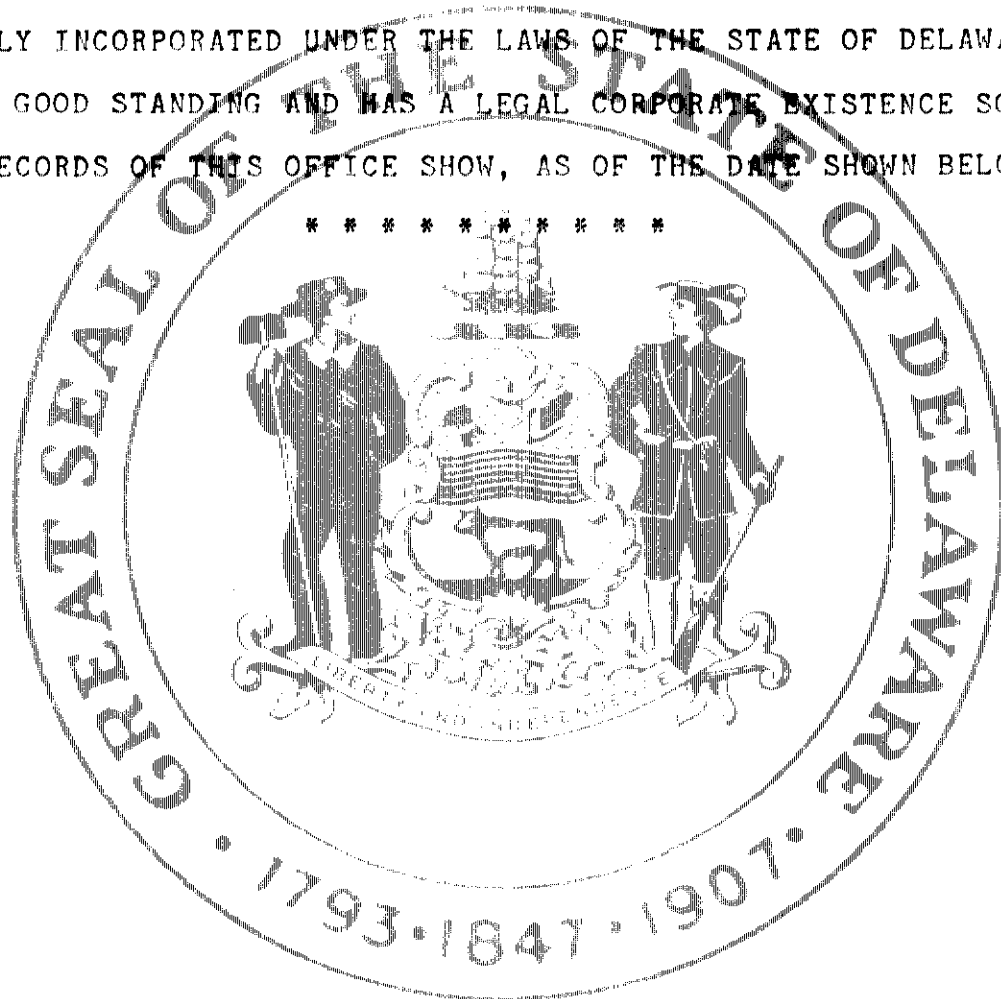
1 Marine Midland Ctr.
24th Floor
Buffalo, NY 14203

Office of the Secretary of State

FEB 17 10 55 AM '93

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY MARINE MIDLAND BUSINESS LOANS, 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.



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

DATE: *3779333