



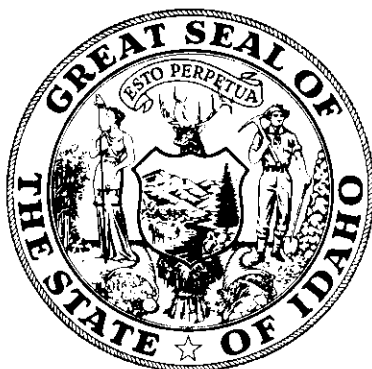
Department of State.

**CERTIFICATE OF AUTHORITY
OF
POTOMAC LEASING COMPANY**

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

Dated September 21st., 19 81



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 POTOMAC LEASING COMPANY
2. *The name which it shall use in Idaho is POTOMAC LEASING COMPANY
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 20, 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 No. 100 West Tenth St., Wilmington, Delaware 19801
6. The street address of its proposed registered office in Idaho is 300 North Sixth Street,
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
automotive and equipment leasing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>H. Laird McGregor</u>	<u>President</u>	<u>4500 Dorr St., Toledo, Ohio 43615</u>
<u>David J. Fournier</u>	<u>Vice-President</u>	<u>1609 Henthorne Dr., Maumee, Ohio 43537</u>
<u>Thomas A. Dattilo</u>	<u>VP/Secretary</u>	<u>4500 Dorr St., Toledo, Ohio 43615</u>
<u>Robert C. Richter</u>	<u>VP/Treasurer</u>	<u>1609 Henthorne Dr., Maumee, Ohio 43537</u>

9. 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
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. 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
1,000	Common	\$1.00

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

12. 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 September 17, 1981, 19 81.

POTOMAC LEASING COMPANY

By David J. Fournier
Its Vice President

and W. C. Dittels
Its Secretary

STATE OF OHIO)
COUNTY OF LUCAS) ss:

I, Mary Westfall, a notary public, do hereby certify that on this 17 day of September, 19 81, personally appeared before me David J. Fournier, who being by me first duly sworn, declared that he is the Vice-President of POTOMAC LEASING COMPANY

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

Mary Westfall
Notary Public MARY WESTFALL, Lucas County
Notary Public, State of Ohio

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SEP 21 5 47 PM '80
U.S. DEPT. OF STATE



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation
filed in this office on May 20, 1980.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

B. Knowles

DATE: September 3, 1981

CERTIFICATE OF INCORPORATION

of

POTOMAC LEASING COMPANY

1. The ~~XXXXXXXXXX~~ corporation is

POTOMAC LEASING COMPANY

2. The ~~address of its registered office~~ in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The ~~name of its registered agent~~ at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The ~~total number of shares of stock~~ which the corporation shall have authority to issue is One Thousand (1,000) Common and the par value of each of such shares is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

5A. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
K. L. Husfelt	100 West Tenth Street Wilmington, Delaware 19801
B. A. Schuman	100 West Tenth Street Wilmington, Delaware 19801
E. L. Kinsler	100 West Tenth Street Wilmington, Delaware 19801

5B. The ~~name and mailing address~~ of each person, who is to serve as a ~~director~~ until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
David M. Stevens	1609 Henthorne Drive Maumee, Ohio 43537

6. The corporation is to have ~~perpetual existence~~

7. 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.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

9. The corporation reserves the right to amend, alter change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 20th day of May, 1980.

/s/ K. L. Husfelt
K. L. Husfelt

/s/ B. A. Schuman
B. A. Schuman

/s/ E. L. Kinsler
E. L. Kinsler