



Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

ENCORE INTERNATIONAL, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ENCORE INTERNATIONAL, INC.**

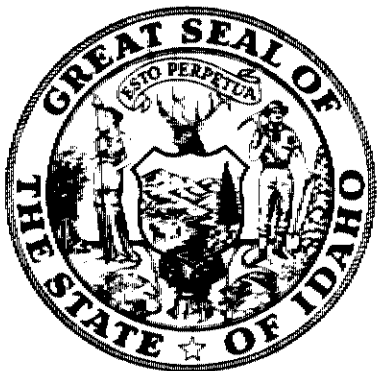
_____ for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to **AT&T SYSTEMS LEASING CORPORATION**

_____ to transact business in this State under the name _____

AT&T SYSTEMS LEASING CORPORATION and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated July 24, 19 90



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on 9/19/87 October 28,

19 87, authorizing it to transact business in the State of Idaho under the name of _____

ENCORE INTERNATIONAL, INC.

2. Its corporate name has been changed to _____

AT&T SYSTEMS LEASING CORPORATION

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

AT&T SYSTEMS LEASING CORPORATION

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

no change

(Note: If no additional purposes are proposed, insert "No change.")

Dated _____, 19 90

By Edward Cherney

Its _____ President

And Stanley Bies

Its _____ Assistant Secretary

STATE OF MICHIGAN)

COUNTY OF OAKLAND) ss:

I, CYNTHIA L. HEINIG, a notary public, do hereby certify that on this

3rd day of JULY, 19 90, personally appeared

(continued on reverse)

before me Edward Cherney . who being by me first duly sworn,
declared that he is the President of AT&T SYSTEMS LEASING CORPORATION

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

Cynthia L. Hennig
Notary Public

CYNTHIA L. HENNIG

Notary Public, Oakland County, Mich.

My Commission Expires July 13, 1991



Michigan Department of Commerce

Lansing, Michigan

30 JUL 1990

This is to Certify That

SBM NUMBER FOUR, INC. was validly incorporated as a Michigan profit corporation on August 13, 1987.

I FURTHER CERTIFY that Certificates of Amendment to the Articles of Incorporation, amending Article I, were filed on September 14, 1987, changing the corporate name to ENCORE INTERNATIONAL, INC., and on June 7, 1990, changing the corporate name to AT&T SYSTEMS LEASING CORPORATION.

This certificate is in due form, and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 17th day
of July, 1990*

Larry L. Meye Director