

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY

OF

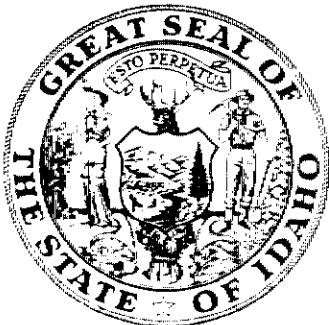
AT&T CREDIT CORPORATION

File Number C 101813

I, PETE T. CENARRUSA, Secretary of the State of the State of Idaho, hereby certify that an Application for Amended Certificate of Authority to do business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 reflect the name change from **AT&T CREDIT CORPORATION** to **NEWCOURT COMMUNICATIONS FINANCE CORPORATION** and attach hereto a duplicate of the Application for such Amended Certificate.

Dated: September 25, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(Instructions on back of application)

SEP 25 10 23 AM '98



To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on April 15 19 93 authorizing it to transact business in the State of Idaho under the name of AT&T Credit Corporation
2. Its corporate name has been changed to Newcourt Communications Finance Corporation
3. The name which it shall use hereafter in the State of Idaho is Newcourt Communications Finance Corporation
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: No Change

Dated: 9/18/98 Newcourt Communications Finance Corporation
(Corporation Name)

By Scott J. Moore
Scott J. Moore

Its Senior Vice President
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE
(If using pre-paid account)

09/23/1998 09:00
CK: 132003647 CT: 4567 BH: 148330

1 @ 30.00 = 30.00 AMEND CERT # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

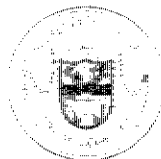
C101813

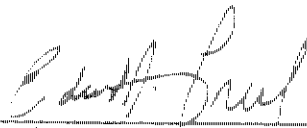
g:\corpforms\AAC.pms Revised 7/97

Office of the Secretary of State

Sep 23 10 21 AM '98

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AT&T CREDIT CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "NEWCOURT COMMUNICATIONS FINANCE CORPORATION", THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 3:45 O'CLOCK P.M.




Edward J. Freel, Secretary of State

2321632 8320

AUTHENTICATION:

9316086

981367807

DATE:

09-23-98