



Department of State

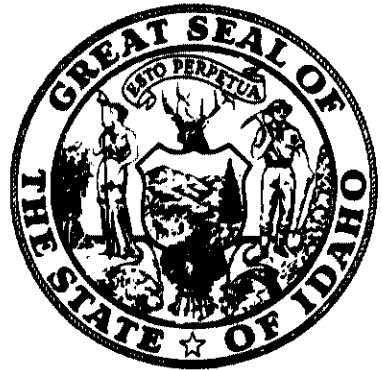
**CERTIFICATE OF AUTHORITY
OF**

WESTINGHOUSE/SHIDLER FINANCE CORPORATION

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

Dated **September 21, 1990**



Pete Cenarrusa
SECRETARY OF STATE

Elizabeth Zabala
Corporation Clerk

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:

SEP 21 1989

SECRETARY OF STATE

1. The name of the corporation is WESTINGHOUSE/SHIDLER FINANCE CORPORATION

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

(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 August 9, 1989 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 1013 Centre Road Wilmington Delaware 19805

6. The address to which correspondence should be addressed, if different from that in item 5. _____

7. The street address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Real Estate transactions

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

Name	Office	Address
<u>Michael W. Jenkins *</u>	<u>President</u>	<u>4 Embarcadero Center, Suite 3150 San Francisco, California 94111</u>
<u>James F. Risoleo *</u>	<u>Vice President</u>	<u>1 Oxford Centre, Pittsburgh PA 15219</u>
<u>A. William Stein *</u>	<u>Vice President</u>	<u>1 Oxford Centre, Pittsburgh PA 15219</u>
<u>Jay H. Shidler *</u>	<u>Secretary</u>	<u>810 Richards Street, Suite 1000 Honolulu HI 96813</u>
<u>W. Allen Doane *</u>	<u>Asst. Secretary</u>	<u>810 Richards Street, Suite 1000 Honolulu HI 96813</u>

* Director

(continued on reverse)

Name

Office

Address

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

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 19, 1990

WESTINGHOUSE/SHIDLER FINANCE CORPORATION

(Corporation Name)

By

Michael W. Jenkins Its President Also President (please specify)

and

Jay H. Shidler Its Secretary Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF Richmond)

ANGELA GARCIA
Notary Public, State of N. Y.
No. 43-4928454
Qualified in Richmond County
Com. Expires 8-11-18, 1992

I, Angela Garcia, a notary public, do hereby certify that on this 19th day of September, 1990, personally appeared before me Michael W. Jenkins/Jay Shidler, who being by me first duly sworn, declared that he is the President/Secretary of WESTINGHOUSE/SHIDLER FINANCE CORPORATION

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

Angela Garcia
Notary Public

State of Delaware



Office of Secretary of State

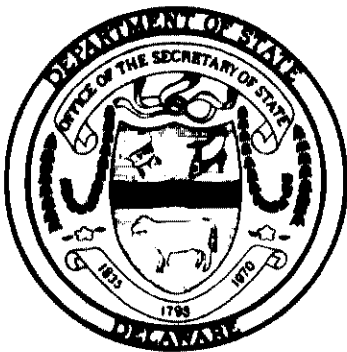
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SECRETARY OF STATE

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY WESTINGHOUSE/SHIDLER FINANCE CORPORATION 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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

| | | | | | | | | |



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 12792076
DATE: 09/17/1990