

State of Idaho

Office of the Secretary of State

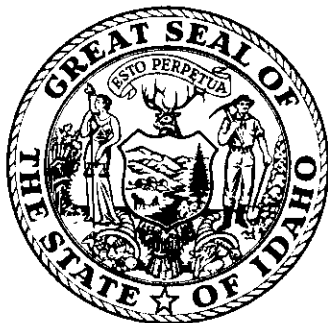
**CERTIFICATE OF AUTHORITY
OF
CITICORP VENDOR FINANCE, INC.**

File Number C 157687

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, 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 Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 9 December 2004



Ben Yursa

SECRETARY OF STATE

By *Regatta Holloway*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2004 DEC -9 PM 2:15

The undersigned Corporation applies for a Certificate of Authority and states as follows: STATE OF IDAHO

1. The name of the corporation is:
Citicorp Vendor Finance, Inc.
2. The name which it shall use in Idaho is: Citicorp Vendor Finance, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 10/27/1986
5. The address of its principal office is:
700 East Gate Drive, Suite 400, Mt. Laurel, NJ 08054
6. The address to which correspondence should be addressed, if different from item 5, is:
B J Stratton, CitiCapital, 250 E. John Carpenter Frwy., H07-3, Irving, TX 75062
7. The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 83701
and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Ellen Alemany</u>	<u>Director</u>	<u>399 Park Avenue, New York, NY 100224614</u>
<u>Anthony Cracchiolo</u>	<u>Director</u>	<u>One International Blvd., Mahwah, NJ 07430</u>
<u>David H. Smith</u>	<u>Director</u>	<u>450 Mamaroneck Ave., Harrison, NY 105282400</u>
<u>Ellen Alemany</u>	<u>President & CEO</u>	<u>399 Park Avenue, New York, NY 100224614</u>
<u>Robert Goldberg</u>	<u>VP & Secretary</u>	<u>450 Mamaroneck Ave., Harrison, NY 105282400</u>
<u>Lisa Bravender</u>	<u>Vice President</u>	<u>250 Carpenter Freeway, Irving, TX 75062</u>

Dated: 11/22/04

Signature: *Lisa Bravender*

Typed Name: Lisa Bravender

Capacity: Vice President

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
12/09/2004 05:00
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Delaware

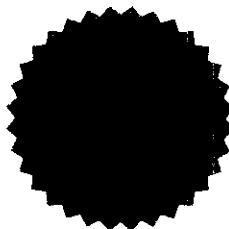
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CITICORP VENDOR FINANCE, 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 SECOND DAY OF DECEMBER, A.D. 2004.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2105570 8300

AUTHENTICATION: 3514220

040866438

DATE: 12-02-04