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# State of Idaho

## Department of State

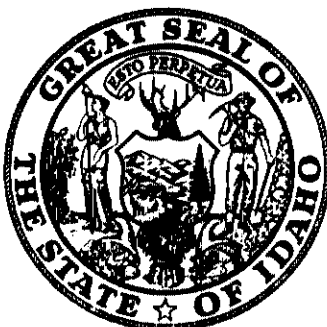
### CERTIFICATE OF AUTHORITY OF

HELLER FINANCIAL LEASING, INC.

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

Dated: December 27, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Sheryl Davies*

# 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:

1. The name of the corporation is Heller Financial Leasing, Inc.
2. The name which it shall use in Idaho is same  
(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 11/15/93 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 Rd., Wilmington, DE 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 c/o Holden Kidwell Hahn & Crapo, 702 West Idaho, 6th Floor, Boise, ID, 83702, and the name of its proposed registered agent in Idaho at that address is Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
To conduct any and all lawful business in this state pertaining specifically to commercial leasing.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only  
IDAHO SECRETARY OF STATE  
19931227 0900 43649 3  
CK #: 3556 CUST# 1154  
CORP 18 110.00= 110.00

# : C

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

Name	Office	Address
Lauralee E. Martin	President/ Director Exec. V.P./	500 W. Monroe St. Chicago, IL 60661
George E. McMackin	Director Exec. V.P./	" "
Jay S. Holmes	Director	" "
Thomas G. Hirsh	Secretary	" "

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: 12/20/93

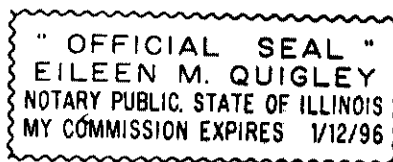
Heller Financial Leasing, Inc.

By Lauralee E. Martin (Corporation name)  
Its President/Vice President (please specify)  
and Thomas G. Hirsh  
Its Secretary/Assistant Secretary (please specify)

STATE OF Illinois )  
COUNTY OF Cook ) ss:

I, Eileen M. Quigley, a notary public, do hereby certify that on this 20 day of December, 19 93, personally appeared before me Lauralee E. Martin, who being by me first duly sworn, declared that (s)he is the President of Heller Financial Leasing, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.



Eileen M. Quigley

Notary Public

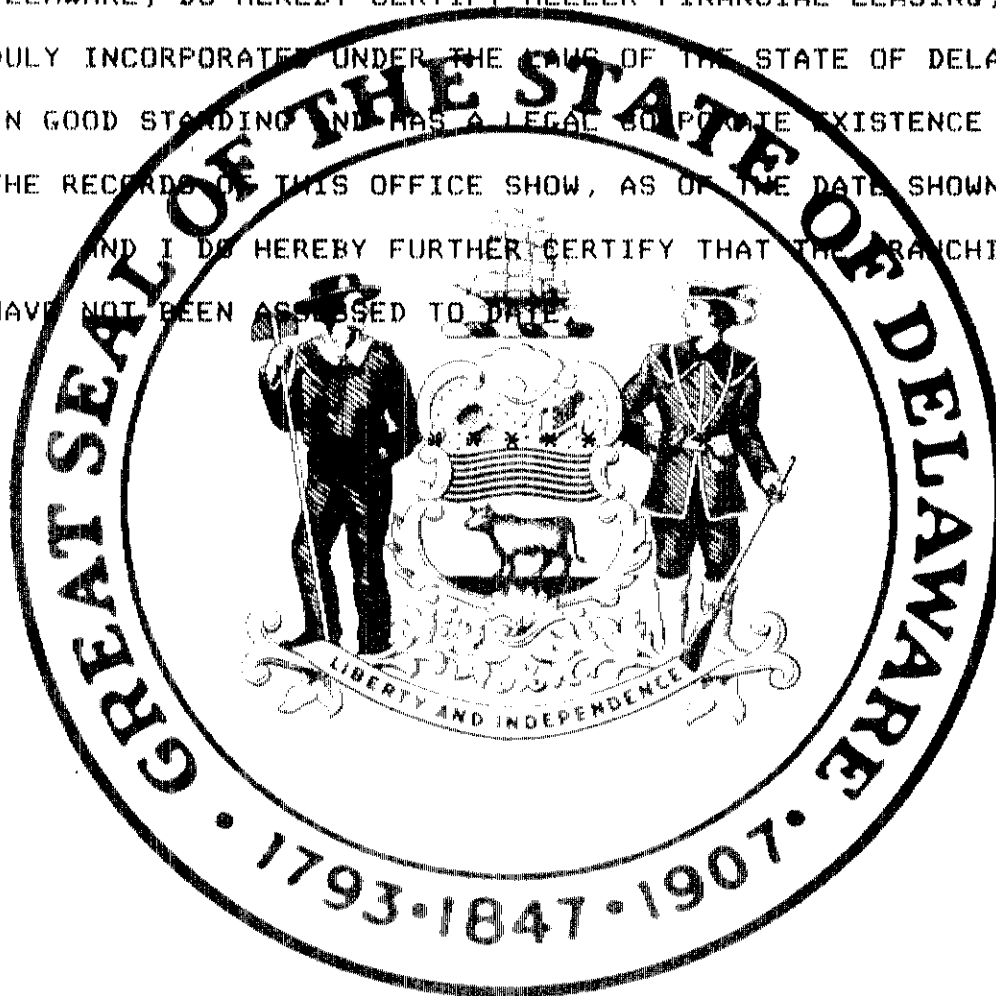
*State of Delaware*  
*Office of the Secretary of State*

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DEC 27 4 32 PM '93  
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY HELLER FINANCIAL LEASING, 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*William T. Quillen*

*William T. Quillen, Secretary of State*

AUTHENTICATION:

DATE: \*4208169

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12/22/1993