

# State of Idaho

## Department of State

### CERTIFICATE OF AUTHORITY OF

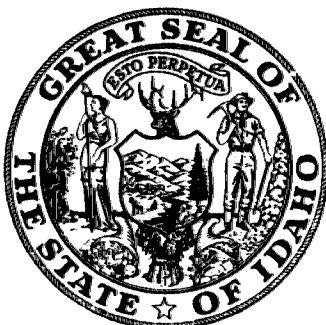
SHAWMUT CAPITAL CORPORATION

File number C 108750

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

Dated: December 20, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Anna Seibel*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 20 10 49 AM '94

SECRETARY OF STATE

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 Shawmut Capital 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 Connecticut
4. The date of its incorporation is December 5, 1994 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 200 Glastonbury Boulevard, Glastonbury, Connecticut 06033
6. The address to which correspondence should be addressed, if different from that in item 5. Same
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 C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:  
To engage in asset-based commercial finance and related activities

(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

19941220 0900 50618 3

CK #: 39464 CUST# 3590

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

Name	Office	Address
See attached list of directors and officers		

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: December 13, 1994

Shawmut Capital Corporation

(Corporation Name)

By Harriet Munrett Wolfe Its ~~President~~ Vice President (please specify)

and Anne F. Ames Its Secretary/Assistant Secretary (please specify)

STATE OF Connecticut )  
 )ss: Hartford

COUNTY OF Hartford )

I, Maryalice D. Kelley, a notary public, do hereby certify that on this 13th day of December, 19 94, personally appeared before me Harriet Munrett Wolfe and Anne F. Ames, who being by me first duly sworn, declared that ~~they~~ they are the Vice President and Secretary, respectively, of Shawmut Capital Corporation.

Shawmut Capital Corporation  
they Secretary, respectively,  
that ~~they~~ signed the foregoing documents as Vice President and of the corporation and that the statements therein contained are true.

Maryalice D. Kelley  
Maryalice D. Kelley Notary Public My comm. expires 3/31/95

# **SHAWMUT CAPITAL CORPORATION**

## **OFFICERS AND DIRECTORS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>BUSINESS ADDRESS</u></b>
John Michael Shepherd	President & Director	777 Main Street Hartford, CT 06115
Richard A. Toomey	Sr. Vice President & Assistant Secretary	One Federal Street Boston, MA 02211
Harriet Munrett Wolfe	Vice President & Assistant Secretary	777 Main Street Hartford, CT 06115
Anne F. Ames	Secretary	777 Main Street Hartford, CT 06115
Susan E. Lester	Director	777 Main Street Hartford, CT 06115
Ronald M. Olejniczak	Director	777 Main Street Hartford, CT 06115

Office of the Secretary of the State of Connecticut

I, Pauline R. Kezer, Secretary of the State of Connecticut, and keeper of the seal thereof, DO HEREBY CERTIFY, that the Certificate of Incorporation of

SHAWMUT CAPITAL CORPORATION

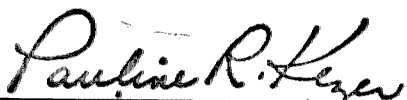
as a STOCK corporation under the Connecticut General Statutes was filed in this office on DECEMBER 5, 1994. The following comprises a list of amendments changing the name of the corporation filed in this office as of the date of this certificate:

AMENDMENTS CHANGING THE NAME TO

FILED

NONE

Insofar as the records of this office reveal, the corporation is in existence and in good standing.



Secretary of the State

Date Issued: December 12, 1994

RCD

WPPSF-11585