

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

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SERVICE LEASING CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY.

FIRST: That the Board of Directors of said corporation, at a meeting duly held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation is
C.I.T. SERVICE LEASING CORPORATION".

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said Service Leasing Corporation has caused its corporate seal to be hereunto affixed and this certificate to be signed by G. A. Culp, its Vice President, and R. W. Tucker, its Secretary this 26th day of April, 1963.

SERVICE LEASING CORPORATION

1958 DELAWARE

SERVICE LEASING CORPORATION

By


Vice President

By


Secretary

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 26th day of April, A.D. 1963, personally came before me, Loretta Livoti, a Notary Public in and for the County and State aforesaid, G. A. Culp, Vice President of Service Leasing Corporation, a corporation of the State of Delaware, the corporation described in and which executed the foregoing certificate, known to me personally to be such, and he, the said G. A. Culp as such Vice President, duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation; that the signatures of the said Vice President and of the Secretary of said corporation to said foregoing certificate are in the handwriting of the said Vice President and Secretary of said corporation respectively, and that the seal affixed to said certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

LORETTA F. LIVOTI
STATE OF NEW YORK
NOTARY PUBLIC

Loretta F. Livoti
Notary Public

LORETTA F. LIVOTI
Notary Public, State of New York
No. 41-7575450 Qual. in Queens Co.
Certificate Filed in New York County
Commission Expires March 30, 1964

State of Delaware



Office of Secretary of State.

J. Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of Certificate of Incorporation of the
"SERVICE LEASING CORPORATION", as received and filed in this office
the thirtieth day of April, A.D. 1963, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this first day
of May in the year of our Lord
one thousand nine hundred and sixty-three.

Elisha C. Dukes

Secretary of State

H. L. S. S.

Asst Secretary of State