

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the RECORD on file in my office, of which it purports to be a copy, and that the same is full, true and correct.

In testimony whereof, I, **FRANK M. JORDAN**,
*Secretary of State, have hereunto caused the Great
Seal of the State of California to be
affixed and my name subscribed, at
the City of Sacramento, in the State
of California,*
this _____ **DEC 6 1967**



Frank M. Jordan
Secretary of State

By *V. P. Sullivan*
Assistant Secretary of State

413643
FILED

In the office of the Secretary of State
of the State of California

DEC 5 1967

FRANK M. MORAN, Secretary of State

By [Signature]
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

G. R. McDERMONT and RICHARD L. BLOCK certify:

1. That they are the Vice President and the Assistant Secretary, respectively, of TRANSAMERICA LEASING CORPORATION, a California corporation.
2. That at a meeting of the Board of Directors of said corporation duly held at Los Angeles, California, on November 29, 1967, the following Resolutions were adopted:

"WHEREAS, it is deemed to be in the best interests of this Corporation to amend the Articles of Incorporation;

"NOW, THEREFORE, BE IT RESOLVED that Article FIRST of the Articles of Incorporation of this Corporation be amended to read as follows:

'FIRST: The name of the Corporation is:

TRANSAMERICA COMMERCIAL CORPORATION.'

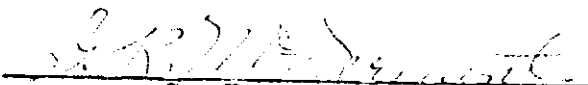
"RESOLVED FURTHER that Paragraph (a), Article SECOND, of the Articles of Incorporation of this Corporation be amended to read as follows:

'(a) Primarily to engage in the specific business of a commercial financing corporation;'

"RESOLVED FURTHER that the President or a Vice President and the Secretary or an Assistant Secretary be and they are hereby authorized and directed to procure the adoption and approval of the foregoing amendments by Pacific Finance Corporation, a Delaware corporation, being the sole shareholder of this Corporation, and thereafter to sign and verify by their oaths and to file a Certificate in the form and manner required by the California Corporations Code, and in general to do any and all things necessary to effect said amendments."

3. That the sole shareholder has adopted said amendments by resolution at a meeting held at Los Angeles, California, on November 29, 1967; that the wording of the amended Articles as set forth in the Shareholder's Resolutions is the same as that set forth in the Directors' Resolutions in paragraph 2 above.

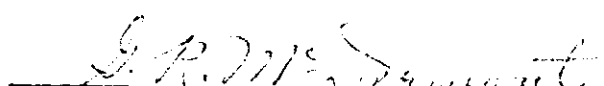
4. That the number of shares which voted affirmatively for the adoption of the Resolutions is 1,000, and that the total number of shares entitled to vote on or consent to said amendments is 1,000.



G. R. McDERMONT
Vice President


RICHARD L. BLOCK
Assistant Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment are true and correct.

EXECUTED at Los Angeles, California, on November 30, 1967.


G. R. McDERMONT


RICHARD L. BLOCK