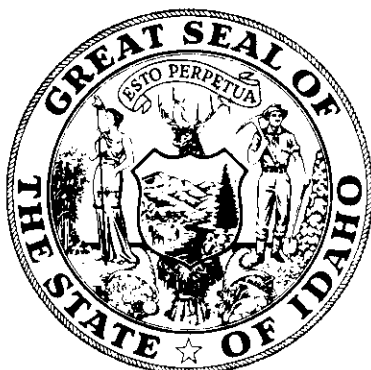


CERTIFICATE OF AUTHORITY
OF
ROLM CREDIT CORPORATION

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

Dated May 1, 1986



SECRETARY OF STATE

Corporation Clerk

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 ROLM CREDIT 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 California

4. The date of its incorporation is May 26, 1981 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 4900 Old Ironsides Drive, Santa Clara, CA 95054

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 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 proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity.

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

Name	Office	Address
<u>See attached rider</u>		

(continued on reverse)

Name	Office	Address

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: FEBRUARY 12TH 1986

ROLM CREDIT CORPORATION

(Corporation Name)

By

Cosmo L. Nista
Its President/Vice President (please specify)

Cosmo L. Nista

and

Charles K. Epps
Its Secretary/Assistant Secretary (please specify)

Charles K. Epps

STATE OF CALIFORNIA)

) ss:

COUNTY OF SANTA CLARA)

I, DIANE I LOVE, a notary public, do hereby certify that on this 21st day of March, 19 86, personally appeared before me Cosmo L. Nista, who being by me first duly sworn, declared that (x) he is the President of ROLM CREDIT CORPORATION

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

Diane I Love

Notary Public

My Commission Expires Mar. 31, 1986

LIST OF OFFICERS AND DIRECTORS

OF

ROLM CREDIT CORPORATION

OFFICERS

	<u>TITLE:</u>	<u>ADDRESS:</u>
Cosmo L. Nista	President	IBM Credit Corporation 1455 East Putnam Old Greenwich, CT 06870
Merra Kapur	Controller	4900 Old Ironsides Drive Santa Clara, CA 95054
Michael M. Morris	Secretary	4900 Old Ironsides Drive Santa Clara, CA 95054
Charles K. Epps	Asst. Secretary	4900 Old Ironsides Drive Santa Clara, CA 95054

DIRECTORS

<u>NAME:</u>	<u>ADDRESS:</u>
Cosmo L. Nista	IBM Credit Corporation 1455 East Putnam Old Greenwich, CT 06870



State of California

OFFICE OF THE SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

RECEIVED
SEC. OF STATE
85 APR 17 PM 8 48

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 3rd day of June, 19 81,

ROLM CREDIT CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
28th day of April, 1986.

March Fong Eu

Secretary of State