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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
IDEAL LEASING CORP.

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is IDEAL LEASING CORP. The name of the corporation under which it was formed was Equitable Leasing Corp.

SECOND: The date its certificate of incorporation was filed by the Department of State was January 17, 1961.

THIRD: Article FIRST of the Certificate of referring to the corporate name Incorporation/is hereby amended to read as follows:

"FIRST: The name of this corporation is IDEAL LEASING CORPORATION."

Article SECOND of the Certificate of Incorporation referring to the corporate purpose is hereby amended to read as follows:

"SECOND: That the purpose for which it is to be formed is to do any and all things hereinafter set forth to the same extent as natural persons might or could do in any part of the world, namely:

To engage in the business of leasing, as lessor, personal or real property.

To engage in the business of factoring and loaning money on leases, accounts receivable

and other choses in action, notes, installment contracts, conditions of sale contracts, warehouse receipts, tax receipts and other evidences of debts and loans, and/or purchasing or otherwise acquiring same, to hold, own, sell, or otherwise dispose of and generally deal in same.

To engage in the business of loaning money on bonds, notes or other evidence of indebtedness secured by deeds of trust or mortgages upon real property or personal property situated in, upon or appurtenant thereof, and/or purchasing of or otherwise acquiring existing bonds, notes or other evidence of indebtedness, deeds of trust or mortgages of or upon such properties, or any interest therein, and the holding of same, or the endorsing, selling, assigning, transferring or disposing of the same to another corporation.

Engaging generally in the business of loaning money, with or without security for the repayment of the same, to the extent that same is permitted and not prohibited by the laws of the State of New York.

To borrow money, to make and issue promissory notes, bills of exchange, bonds, debentures and obligations and evidences of all kinds whether secured by mortgage, pledge or otherwise, without limit as to amount and to secure the same by mortgage, pledge or otherwise.

To issue bonds, debentures, or obligations of the corporation from time to time for any of the objects or purposes of the corporation and to

secure the same by mortgage or mortgages or deed or deeds of trust or pledge or lien on any or all of the same, all in such manner and upon such terms as the Board of Directors may deem proper.

For the purpose of the transacting of the above business, said corporation shall have the right to acquire the good will, rights, business, property and assets, and to assign, or undertake the whole or any part of the liabilities of any existing business of any person, firm, association or corporation engaged in any commercial, manufacturing, wholesale, retail, exporting or importing, and to pay for the same in cash, stock, bonds, debentures or other securities of this corporation, or otherwise, as the directors may determine and to hold or in any manner dispose of the whole or any part of the property so acquired and to conduct the whole or any part of the business so acquired anywhere in the United States, and to exercise all the powers necessary or convenient in and about the conducting and management of such business and to guarantee the obligations of any person, association or corporation in which this corporation shall have an interest.

To purchase or otherwise acquire and to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, debentures, or other evidences of indebtedness created by any other corporation or corporations, domestic or foreign and to issue in exchange therefor, its stocks, bonds or other obligations and, while the holder thereof, to exercise all the rights and

privileges of ownership, including the right to vote thereon.

To conduct its business and have one or more offices, and unlimitedly and without restriction to hold, purchase or otherwise acquire, lease, mortgage and convey real and personal property in or out of this State, and in such place and places in the several states, territories of the United States, and in foreign countries, as shall from time to time be found necessary and convenient for the purpose of the company's business.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the powers hereinbefore or hereinafter set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers of any part or parts thereof, provided that the same be not inconsistent with the laws under which this corporation is organized.

It is the intention that the objects and powers specified and clauses contained in this paragraph shall, except where otherwise expressed in said paragraph, be no-wise limited or restricted by reference to or inference from the terms of any other clause of this or any other paragraph in this certificate of incorporation, but that the objects and powers specified in each of the clauses of this paragraph shall be regarded as independent objects and powers.

To engage in the business of industrial management and to charge fees therefor.

To act as agent other than fiscal or transfer, attorney in fact, factor or broker, on commercial or otherwise for individuals, co-partnerships, joint stock associations, or corporations, foreign or domestic including government or governmental authorities; to aid and assist, promote and conserve the interest of, and afford facilities for the convenient transaction of business by its principals and patrons in all parts of the world.

To transact and carry on the business and powers hereinbefore enumerated and incidental thereto with any and all natural persons, firms, partnerships, corporations, municipalities, counties, states, the Federal Government and any and all sub-divisions and agencies thereof.


The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment thereof as conferred by the laws of the State of New York."

FOURTH: These amendments were adopted by unanimous written consent of all the stockholders of the corporation.

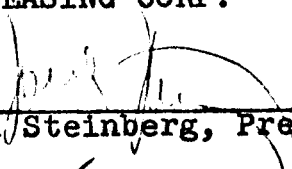
IN WITNESS WHEREOF, IDEAL LEASING CORP., the corporation hereinbefore mentioned and described has caused this certificate to be signed in its name by its President this day of March, 1966.

IDEAL LEASING CORP.

Attest:

  
Robert B. Hodes, Assistant Secretary

By

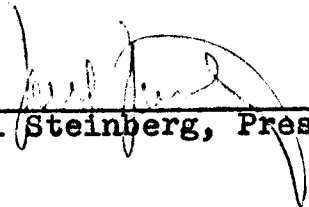
  
Saul Steinberg, President

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VERIFICATION

STATE OF NEW YORK )  
                          ) ss.:  
COUNTY OF NASSAU )

SAUL STEINBERG, being first duly sworn,  
deposes and says that he is the President of IDEAL LEASING  
CORP., the corporation named in the foregoing certificate,  
that he has read the foregoing certificate and knows the  
contents thereof and that the statements contained therein  
are true.

  
\_\_\_\_\_  
Saul Steinberg, President

Sworn to before me this  
11<sup>th</sup> day of March, 1966.

  
\_\_\_\_\_  
Notary Public

NORMA GORDON  
NOTARY PUBLIC, State of New York  
No. 24-6600175  
Qualified in Kings County  
Commission Expires March 30, 1966

I CERTIFY That I have compared the preceding  
copy with the **original Certificate amending Certificate of Incorporation of**

**IDEAL LEASING CORP.,**

**and Changing Name to**

**IDEAL LEASING CORPORATION,**

filed in this department on the **14th** day of **March**, **1966**, and that such

copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the  
City of Albany, this **fifteenth** day  
of **March,** one thousand nine hundred  
**sixty-six.**

*John P. Lomanzo*

Secretary of State