

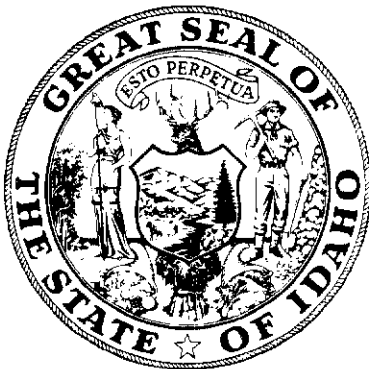


CERTIFICATE OF AUTHORITY
OF
NORTHERN TELECOM FINANCE CORPORATION

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

Dated **January 7, 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 Northern Telecom Finance Corporation

2. The name which it shall use in Idaho is Northern Telecom Finance Corporation

(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 Delaware

4. The date of its incorporation is December 5, 1980, 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 1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 220 Athens Way, Nashville, TN 37228-1803

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 CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Equipment leasing and financing and any other activity permitted by Idaho law.

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

Name	Office	Address
See attached list		

(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: August 29, 1985

Northern Telecom Finance Corporation

(Corporation Name)

By

[Signature]

Its President/ ~~Vice President~~ (please specify)

and

[Signature]

Its Secretary/ Assistant Secretary (please specify)

STATE OF Tennessee)

COUNTY OF Davidson)

ss:

I, Nancy Lynn Rice, a notary public, do hereby certify that on this 29th day of August, 19 85, personally appeared before me J. Anderson & P. Willard, who being by me first duly sworn, declared that (s)he is the President & Asst Sec of Northern Telecom Finance Corporation

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

Nancy Lynn Rice

Notary Public

[Signature] Expires 10/1/86

Northern Telecom Finance Corporation

Directors:

John W. Caffry

200 Athens Way
Nashville, TN 37228

Donald A. Noble

33 City Centre Drive
Mississauga, Ontario L5A 3A2

John MacDonald

220 Athens Way
Nashville, TN 37228

Roger A. Schecter

200 Athens Way
Nashville, TN 37228

8/01/85

Northern Telecom Finance Corporation

Officers

<u>Name and Title</u>	<u>Address</u>
John MacDonald President	220 Athens Way Nashville, TN 37228
George B. Fargis, Jr. Vice President - Finance	220 Athens Way Nashville, TN 37228
R. Bruce Loving Vice President - Marketing	220 Athens Way Nashville, TN 37228
Richard R. Standel, Jr. Vice President and General Counsel	200 Athens Way Nashville, TN 37228
Robert H. Berry Treasurer	200 Athens Way Nashville, TN 37228
Roger A. Schechter Secretary	200 Athens Way Nashville, TN 37228
Anthony J. Lafleur Assistant Secretary	33 City Centre Drive Mississauga, ONT L5A 3A2
Paul M. Willard Assistant Secretary	220 Athens Way Nashville, TN 37228

8/01/85

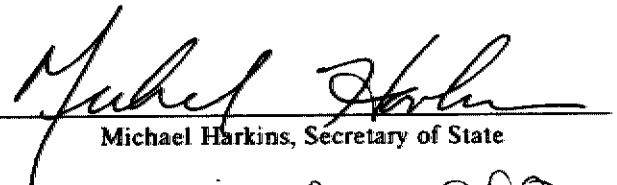
State of Delaware




RECEIVED
SECRETARY OF STATE
JAN 21 1985

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY NORTHERN TELECOM FINANCE CORPORATION IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD
STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.


Michael Harkins, Secretary of State

AUTHENTICATION: 

852330122

DATE: December 19, 1985