

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

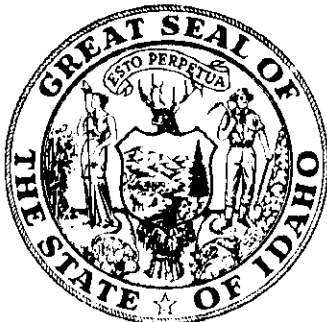
NILT, INC.

File Number C 125643

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: September 15, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

(Instructions on Back of Application)

The undersigned Corporation applies for a Certificate of Authority and states as follows:

sys follows:

- | Name | Office | Address |
|--|--------|---------|
| See attached list of
directors and officers | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Dated: September 8, 1998

NILT, Inc.
(Corporation name)
By Patricia M Child
Patricia M. Child

Its Vice President
(specify capacity of signer)

IDAHO SECRETARY OF STATE

(If using pre-paid account)

0964100/190809=00
CK: 130022727 CT: 22105 BH: 145328

1 @ 100.00 = 100.00 AUTH PRO # 3
1 @ 20.00 = 20.00 EXPEDITE C # 4

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**ATTACHMENT
NILT, INC.**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Mark D. Hartzell	Director	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
Frank Sgaraglino	Director	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
David S. Vick	Director & President	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
Nancie J. Arvin	Vice President & Secretary	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
Steven E. Charles	Vice President & Ass't Secretary	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
Patricia M. Child	Vice President & Chief Financial Officer	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
Melissa A. Rosal	Vice President & Assistant Secretary	U.S. Bank Nat'l Association 111 East Wacker Dr, #3000 Chicago, IL 60601
James R. Egan	Assistant Secretary	U.S. Bank National Assn. 601 Second Avenue South Mpls, MN 55402

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NILT, INC." 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 TWENTY-SEVENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.





Edward J. Freel, Secretary of State

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981336831

AUTHENTICATION:

9274974

DATE:

08-27-98