

State of Idaho

Department of State

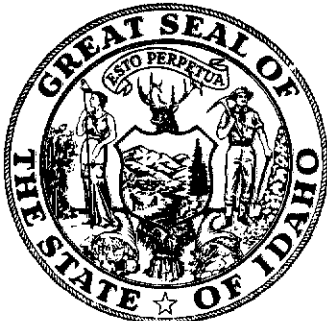
CERTIFICATE OF AUTHORITY OF

LEASETEC CORPORATION
File number C 119536

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

Dated: May 16, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWies*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

97 MAY 16 AM 8:49

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is LEASETEC CORPORATION
2. The name which it shall use in Idaho is Leasetec Corporation
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 8/10/79 and its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is
c/o Corporation Trust Center, 1029 Orange St., Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different than item 5, is 1401 Pearl
Street, #200, Boulder, CO 80302
7. The street address of its registered office in Idaho is 300 N. 6th Street, Boise, ID 83701
_____ and its registered agent in Idaho at that address is C T Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are
Purchase, finance, hold, manage and remarket equipment subject to leases under
manufacturer lease programs.
9. The names and respective addresses of its directors and officers are

Name	Office	Address
_____	<u>SEE ATTACHED LISTING</u>	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho

Dated: 5-1-97

LEASETEC CORPORATION

(Corporation name)

By

William H. Nikkel
Its President, Vice President, Secretary or Assistant Secretary
(please specify)

William H. Nikkel

Secretary of State use only

IDAHO SECRETARY OF STATE

DATE 05/16/1997

0900 93343 2

CK #: 93761 CUST# 34325

AUTH PRO 1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

: C

Leasetec Corporation-List of Officers and Directors
State of Idaho - Application for Certificate of Authority

OFFICERS

Richard W. Barrett 1040 Mapleton Ave. Boulder, CO 80304	Chairman
George M. Merriman, Jr. 1565 Moss Rock Place Boulder, CO 80302	President
Tom W. Metz, Jr. 2490 Cragmoor Road Boulder, CO 80303	Sr. Vice President & Assistant Secretary
Robert L. Theno 1435 Patton Boulder, CO 80303	Sr. Vice President
Daniel F. Thomas 1229 S. Teal Court Boulder, CO 80303	Sr. Vice President
David Byrne Ailingham House Armitage Court Sunninghill, Berkshire SL5 9TA England	Sr. Vice President
James A. Cracco 1106 Utica Circle Boulder, CO 80303	Sr. Vice President
William H. Nikkel 1958 Hardscrabble Place Boulder, CO 80303	Secretary
Bryan Potthoff 7606 Drew Hill Road Golden, CO 80403	Treasurer & Assistant Secretary

DIRECTORS

Richard W. Barrett 1040 Mapleton Avenue Boulder, CO 80304	
Jesse I. Aweida 7184 Spring Court Boulder, CO 80303	
Kazuo Chiba 780 Third Ave. - Suite 3600 New York, New York 10017	
George M. Merriman, Jr. 1565 Moss Rock Place Boulder, CO 80302	

State of Delaware
Office of the Secretary of State PAGE 1

97 MAY 16 AM 8:49
SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "LEASETEC 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 FIRST DAY OF MAY, A.D.
1997.



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971136459

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8445716
05-01-97

DATE: