

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF THE CIT GROUP/CAPITAL FINANCING, INC.

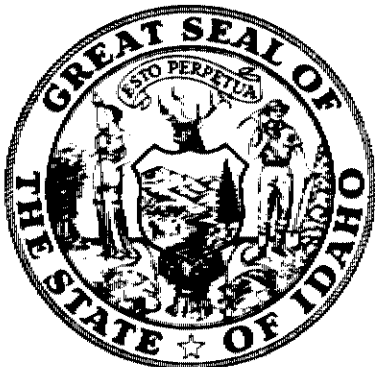
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

_____ 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 _____
THE CIT GROUP/CAPITAL FINANCING, INC.

to transact business in this State under the name _____
INC. _____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated September 15, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Matthews
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 _____ 27 SEP 15 8 35

The CIT Group/Capital Financing, Inc.

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 Delaware

4. The date of its incorporation is October 11, 1977 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 c/o The Corporation Trust Company
1209 Orange St., Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 270 Park Avenue, 29th Floor
New York, N.Y. 10017

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
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: July 31, 1987

The CIT Group/Capital Financing, Inc.

(Corporation Name)

By [Signature]
Its ~~President~~ Vice President (please specify)

and [Signature]
Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, PATRICIA ROSENBERG, a notary public, do hereby certify that on this 17th day of August, 19 87, personally appeared before me Ira Finkelson, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of

The CIT Group/Capital Financing, Inc.

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

PATRICIA ROSENBERG
Notary Public, State of New York
No. 4769477
Qualified in Kings County
Commission Expires Feb. 28, 1989

[Signature]
Notary Public

ATTACHMENT

OFFICERS AND DIRECTORS

<u>Names and Titles</u>	<u>Home Address</u>	<u>Business Address</u>
N. Zdanow President and Director	71 Beechwood Avenue Port Washington, NY 11050	270 Park Avenue 29th Floor New York, NY 10017
A.J. Lo Bello Senior Vice President	60-47 77th Street Elmhurst, NY 11373	270 Park Avenue 29th Floor New York, NY 10017
H.A. Merrick Senior Vice President and Director	52 Heights Road Fort Salonga, NY 11769	270 Park Avenue 29th Floor New York, NY 10017
J.B. Stein Vice President	3333 Henry Hudson Pkwy. Bronx, NY 10463	270 Park Avenue 29th Floor New York, NY 10017
W.S. Pardey Senior Vice President-Credit	385 Maple Street West Hempstead, NY 11552	270 Park Avenue 29th Floor New York, NY 10017
T.C. Doyle Vice President	277 West 10th Street Aptment 1F New York, NY 10014	270 Park Avenue 29th Floor New York, NY 10017
R.J. O'Neill Vice President-Credit	8 Livingston Avenue Edison, NJ 08820	270 Park Avenue 29th Floor New York, NY 10017
S. O'Neill Assistant Vice President	365 West End Avenue Apartment 503 New York, NY 10024	270 Park Avenue 29th Floor New York, NY 10017
K. Dougherty Vice President-Credit	64 Tanyard Lane Huntington, NY 11743	270 Park Avenue 29th Floor New York, NY 10017
J.J. Boyle Assistant Vice President	269 Roselle Street Mineola, NY 11501	270 Park Avenue 29th Floor New York, NY 10017
D.N. Riggs Senior Vice President	33 Amherst Drive Hastings-on-Hudson, NY 10706	270 Park Avenue 29th Floor New York, NY 10017

<u>Names and Titles</u>	<u>Home Address</u>	<u>Business Address</u>
L. Sheer Vice President, Secretary and General Counsel	301 East 78th Street New York, NY 10021	270 Park Avenue 29th Floor New York, NY 10017
R. Calvo Vice President	709-7th Street Apartment 3-L Union City, NJ 07087	270 Park Avenue 29th Floor New York, NY 10017
E. Chin Controller and Director	30 Crestwood Road Rockaway, NJ 06901	650 CIT Drive Livingston, NJ 07039
I. Finkelson Assistant Secretary	60 Echo Lane Larchmont, NY 10538	270 Park Avenue 29th Floor New York, NY 10017
T.A. Muscenti Assistant Secretary	2 Thompson Avenue Leonardo, NJ 07737	135 W. 50th Street New York, NY 10020
J.R. Simons Assistant Secretary	2547 Ocean Avenue Bellmore, NY 11710	135 W. 50th Street New York, NY 10020
P.W. Sturtz Assistant Secretary	35 West 23rd Street New York, NY 10010	270 Park Avenue 29th Floor New York, NY 10017
J.J. Carroll Director	10 Moraine Road Edison, NJ 08820	650 CIT Drive Livingston, NJ 07039
J.J. Egan, Jr. Director	882 Burnt Mills Road Bedminster, NJ 07921	650 CIT Drive Livingston, NJ 07039
H.A. Ittleson Director	812 Park Avenue New York, NY 10021	650 CIT Drive Livingston, NJ 07039
W.M. O'Grady Director	1006 Buckingham Way Yardley, PA 19067	650 CIT Drive Livingston, NJ 07039
T.J. O'Rourke Director	37 Tanglewood Drive Summit, NJ 07901	650 CIT Drive Livingston, NJ 07039

State of Delaware

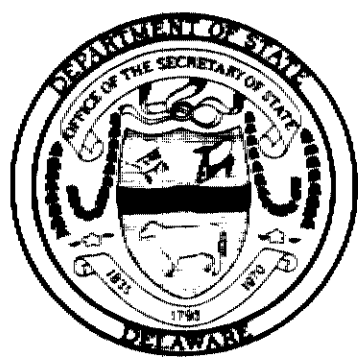


27 SEP 15 07 8 35

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CIT GROUP/CAPITAL FINANCING, 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 DATE SHOWN BELOW.

||| ||| ||| |||



727205087

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: ;1333579
DATE: 07/24/1987