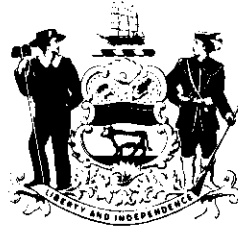


State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "DRESSER LEASING CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "SOVRAN LEASING CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NORTH CAROLINA UNDER THE NAME OF "SOVRAN LEASING CORPORATION" WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 1987, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF NORTH CAROLINA.

! ! ! ! ! ! ! ! ! !

RECEIVED
SEC. OF STATE
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Michael Harkins

 Michael Harkins, Secretary of State

AUTHENTICATION: 11508871
 DATE: 12/21/1987