

# State of Idaho

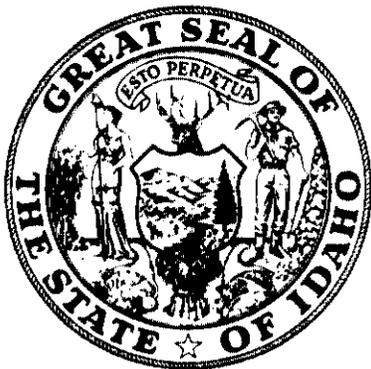
## Department of State

CERTIFICATE OF REGISTRATION  
OF  
METLIFE CAPITAL, LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of METLIFE CAPITAL, LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to METLIFE CAPITAL, LIMITED PARTNERSHIP to transact business in this State under the name METLIFE CAPITAL, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated December 27, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

**APPLICATION FOR REGISTRATION OF  
FOREIGN LIMITED PARTNERSHIP**

RECEIVED  
SEC. OF STATE  
1985

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is MetLife Capital, Limited Partnership
  
2. The name which it shall use in Idaho is MetLife Capital, Limited Partnership  
*(Must include, without abbreviation, the words "Limited Partnership.")*
  
3. It is organized under the laws of Delaware
  
4. The date of its formation is December 5, 1985
  
5. The address of its registered or principal office in the state or country under the laws of which it is organized is The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801
  
6. The name and street address of its proposed registered agent in Idaho are C T Corporation System, 300 North 6th Street, Boise, ID 83701
  
7. The general character of the business it proposes to transact in Idaho is:  
equipment lease financing
  
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>MetLife Capital Corporation</u>	<u>General</u>	<u>10900 NE 8th St., Bellevue, WA 98004</u>
<u>Metropolitan Life Insurance Company</u>	<u>Limited</u>	<u>One Madison Avenue, New York, NY</u>
_____	_____	_____
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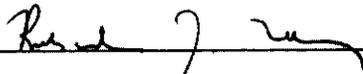
*(continued on reverse)*

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
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_____	_____	_____
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_____	_____	_____
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_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

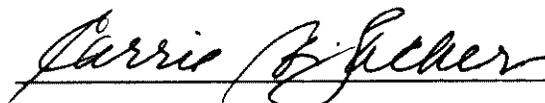
Dated December 5, 19 85.

  
 By Richard J. Mellon, Treasurer  
MetLife Capital Corporation  
 A General Partner

STATE OF WASHINGTON )  
 ) ss:  
 COUNTY OF KING )

I, CARRIE G. LACHER, a notary public, do hereby certify that on this 5<sup>TH</sup> day of DECEMBER, 19 85, personally appeared before me Richard J. Mellon, who being by me first duly sworn, declared that (s)he is a general partner of MetLife Capital, Limited Partnership

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

  
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