

1104512

State of Idaho

Department of State

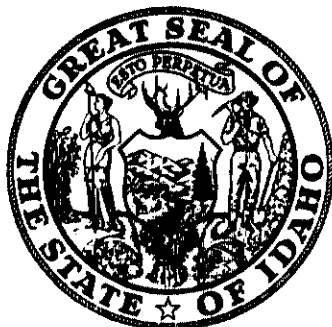
CERTIFICATE OF AUTHORITY OF

SANWA BUSINESS CREDIT CORPORATION

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

Dated: December 28, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bowers*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

DEC 28 10 16 AM '93

SECRETARY OF STATE

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 Sanwa Business Credit Corporation

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 March 6, 1972 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 100 West Tenth Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. Same

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 is proposed to pursue in the transaction of business in Idaho are:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

IDAHO SECRETARY OF STATE
19931228 0900 43737
CK #: 40759 CUST# 21069
CORP 10 20.00= 20.00

Secretary of State use only

IDAHO SECRETARY OF STATE
19931228 0900 43737 2
CK #: 40758 CUST# 21069
CORP 10 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached list of directors and officers</u>		

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: 12-20-93

Sanwa Business Credit Corporation

(Corporation Name)

By *D. Schultz*
 Douglas R. Schultz Its ~~President~~ Vice President (please specify)

and *K.A. Raskin*
 Kenneth A. Raskin Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF Illinois)
) ss:
 COUNTY OF Cook)

I, Lynn White, a notary public, do hereby certify that on this 20th day of December, 19 93, personally appeared before me Kenneth A. Raskin, who being by me first duly sworn, declared that (s)he is the Secretary of _____

Sanwa Business Credit Corporation

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



Lynn White
 Notary Public

RIDER

Name: William E. Moeller

President
Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Shunsaku Yahata

Senior Executive Vice President
Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: John H. Moss

Executive Vice President

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Douglas R. Schultz

Executive Vice President

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Eiichi Suzuki

Executive Vice President
Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Kenneth A. Raskin

Secretary

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Mutsuo Fukuzawa

Chairman of the Board of Directors

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Minoru Eda

Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Kunio Yoshizawa

Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Osamu Tateno

Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Name: Bernard J. McKenna

Director

Business Address: One South Wacker Drive
Chicago, IL 60606

Office of the Secretary of State

DEC 28 10 16 AM '93
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY SANWA BUSINESS CREDIT 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



William T. Quillen

William T. Quillen, Secretary of State

AUTHENTICATION:

*4194882

DATE:

12/15/1993