

State of Idaho

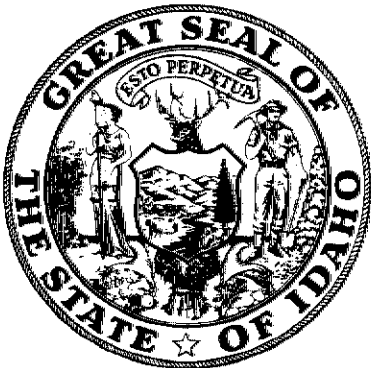
Department of State

CERTIFICATE OF AUTHORITY OF DRESSER CREDIT CORPORATION

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

Dated June 4, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra Mantey
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 DRESSER CREDIT CORPORATION

2. The name which it shall use in Idaho is DRESSER CREDIT CORPORATION

(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 January 12, 1987 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 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 3201 North Wolf Road, Franklin Park, Illinois 60131

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 purchase, sell and generally deal in and with notes, commercial paper, choses in action, evidences of indebtedness, conditional sales contracts, security agreements or other obligations of any nature howsoever evidenced of any person, firm, corporation or other entity; to promote, finance and assist

9. The names and respective addresses of its directors and officers are: financially or otherwise any person, firm, corporation or other entity.

Name	Office	Address
(See attached Exhibits A & B)		

(continued on reverse)

EXHIBIT A

DRESSER CREDIT CORPORATION
DIRECTORS

Directors whose business address is:
P.O. Box 718 (1600 Pacific)
Dallas, Texas 75221

<u>Name & Title</u>	<u>Street and Number</u>	<u>City, State & Zip</u>	<u>Term Expires</u>
J.J. Corboy	7434 La Sobrina	Dallas, Texas 75248	3/15/88
B.D. St. John	14930 Lacehaven Circle	Dallas, Texas 75240	3/15/88
D.P. McElvain	3806 Beverly Drive	Dallas, Texas 75205	3/15/88

EXHIBIT B

DRESSER CREDIT CORPORATION
OFFICERS

OFFICERS - BUSINESS ADDRESS:
P.O. Box 718 (1600 Pacific)
Dallas, Texas 75221

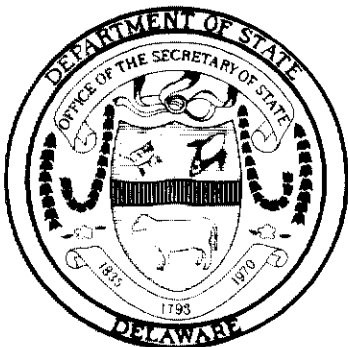
<u>Name & Title</u>	<u>Street and Number</u>	<u>City, State & Zip</u>	<u>Term Expires</u>
D.P. McElvain Chairman of Board	3806 Beverly Drive	Dallas, Texas 75205	3/15/88
J.E. Boyle President	324 Sycamore Drive	Naperville, IL 60540	3/15/88
G.G. Garrison Vice President- Administration & Assistant Treasurer	57 Redstart	Naperville, IL 60565	3/15/88
J.J. Corboy Vice President	7434 La Sobrina	Dallas, Texas 75248	3/15/88
K.C. Rueckert Vice President & Treasurer	7615 Tophill	Dallas, Texas 75248	3/15/88
P.W. Willey Assistant Treasurer	3912 Greenbrier Drive	Dallas, Texas 75225	3/15/88
S.G. Barnett Secretary	4339 Potomac Avenue	Dallas, Texas 75205	3/15/88
R.R. Morris Assistant Secretary	1718 Fourteenth Street	Plano, Texas 75074	3/15/88



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY DRESSER 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.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: !1240789
DATE: 05/19/1987