



State of California

OFFICE OF THE SECRETARY OF STATE

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 31st day of December, 19 88,
there was filed in this office a Agreement and Plan of Merger
merging BAMERILEASE CAPITAL CORPORATION
a California corporation, into BAMERILEASE, INC.
a California corporation
and the surviving corporation, by the terms of said agreement.

Further, that according to our records said merged California corporation has ceased
to exist as a separate corporate entity.

I further certify that the name of the surviving corporation was changed
to BA LEASING & CAPITAL CORPORATION by the terms of said Agreement and Plan
of Merger.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
23rd day of January, 1989

March Fong Eu

Secretary of State

