

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

FLEET FINANCE, INC.
File number C 112820

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

Dated: December 1, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

Dec 1 11 21 AM '95

(Profit Corporation)

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 Fleet Finance, Inc.

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 Rhode Island

4. The date of its incorporation is July 23, 1973 and the period of its duration, if other than perpetual, is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

111 Westminster Street, Providence, Rhode Island 02903-2305

6. The address to which correspondence should be addressed, if different than item 5, is

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 applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
700 West Jefferson, Room 203
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

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

Name	Office	Address
See attached list of		

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, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 21, 1995

Fleet Finance, Inc.

(Corporation Name)

By Anthony H. Addington
Anthony H. Addington Its President/Vice President (please specify)

and Sheri L. Mullane
Sheri L. Mullane Its Secretary/Assistant Secretary (please specify)

STATE OF Georgia

COUNTY OF Dekalb

)ss:

I, Betty G. Yohpe

, a notary public, do hereby certify that on

this 21st day of Nov, 1995, personally appeared before

me Sheri L. Mullane, who being by me first duly sworn, declared that (s)he

is the Asst Sec of

Fleet Finance, Inc.

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

Betty G. Yohpe
Notary Public

**SCHEDULE OF DIRECTORS AND PRINCIPAL OFFICERS
OF
FLEET FINANCE, INC. (A RHODE ISLAND CORP)**

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
John S. Poelker	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
P. Emery Covington	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305

TERM EXPIRES: Each Director serves until the next annual meeting of the stockholders and until such time as his successor is duly elected.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
John S. Poelker	Chairman, Chief Executive Officer	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Gordon W. White	President of Mortgage Division	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
P. Emery Covington	Senior Executive Vice President	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Anthony H. Addington	Senior Vice President	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
John A. Taylor	Senior Vice President & Chief Financial Officer	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Therese G. Franzen	Senior Vice President & Assistant Secretary	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305
Sheri L. Mullane	Assistant Secretary	211 Perimeter Center Parkway, Suite 800 Atlanta, Georgia 30346-1305

TERM EXPIRES: Each Officer serves until the next annual meeting of the stockholders and until such time as his successor is duly elected.

NOTE: Percent ownership of all of the above is zero.



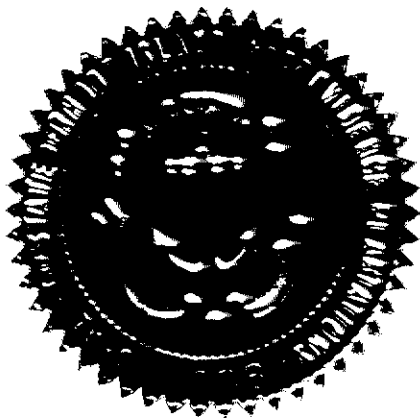
State of Rhode Island and Providence Plantations
James R. Langevin
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

I, JAMES R. LANGEVIN, Secretary of State of the State of Rhode Island and Providence Plantations, **HEREBY CERTIFY**

Fleet Finance, Inc.

a Rhode Island corporation, filed original Articles of Incorporation in this office on the **twenty-third** day of **July**, A.D. 1973; and

I **FURTHER CERTIFY** that said corporation is now of record and in good standing in this office.



IN TESTIMONY WHEREOF, I

have hereunto set my hand

and affixed the seal of the

State of Rhode Island this

twenty-fourth day of

November, A.D. 1995

James R. Langevin
Secretary of State

Jane Berthiaume
Acting Deputy Secretary of State