

State of Idaho

Department of State

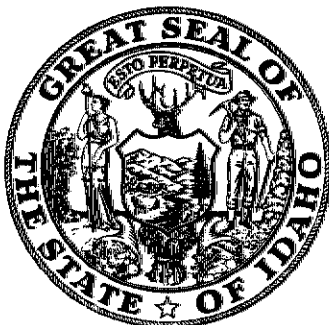
CERTIFICATE OF AUTHORITY OF

KEYCORP FINANCE INC.
File number C 116336

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

Dated: September 5, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Smock*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

To the Secretary of State of Idaho

The undersigned Corporation applies for a Certificate of Authority and states as follows:

SEP 5 10 47 AM '96

1. The name of the corporation is KeyCorp Finance Inc.

SECRETARY OF STATE
STATE OF IDAHO

2. The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Ohio

4. Its date of incorporation is 10/30/81 and 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

127 Public Square, Cleveland, Ohio 44114-1306

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

Same

7. The street address of its registered office in Idaho is 300 North 6th Street, Boise, Idaho 83701

_____, and its 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.

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

Name	Office	Address
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See attached list of directors and officers

10. The corporation accepts and shall comply with the Constitution and the laws of the State of Idaho.

Dated: August 30, 1996

KeyCorp Finance Inc.

(Corporation name)

By Forrest F. Stanley

Its President, Vice President, Secretary or Assistant Secretary

(please specify)

Forrest F. Stanley

IDAHO SECRETARY OF STATE

Secretary of State use only DATE 09/05/1996 0900 2308 CAP

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CK #: 10900607 CUST# 21357

AUTH PRO

1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

EXPEDITE C 1@ 20.00= 20.00

#: C

Appendix to Idaho
Application for Certificate of Authority

**Directors and Officers of
KeyCorp Finance Inc.**

1. James H. Downing, President and CEO and Director
2501 Washington Lane
Bethlehem, Pennsylvania 18015
2. William F. Sherwood, Executive VP and Chief Operating Officer and Director
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
3. John K. Van Nostrand, Senior VP and CFO
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
4. H. Burton Embry, Senior VP and Asst. Secretary and Director
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
5. Milton Sunshine, Senior Vice President
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
6. Forrest F. Stanley, Secretary
127 Public Square
Cleveland, Ohio 44114-1306
7. Steven N. Bulloch, Assistant Secretary and Vice President
127 Public Square
Cleveland, Ohio 44114-1306
8. Edie Regler, Vice President
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
9. Kimberly Dunbar, Assistant Secretary
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054
10. Denise Suarez, Assistant Secretary
8000 Midlantic Drive, Suite 110 South
Mt. Laurel, New Jersey 08054

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE.

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*I, Bob Taft, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show **KEYCORP FINANCE INC.**, an Ohio corporation, Charter No. 584133, having its principal location in Cleveland, County of Cuyahoga, was incorporated on October 30th, 1981 and is currently in **GOOD STANDING** upon the records of this office.*



*WITNESS my hand and official
seal at Columbus, Ohio this
30th Day of August, A.D. 1996*

Bob Taft

Bob Taft
Secretary of State