

State of Idaho

Department of State

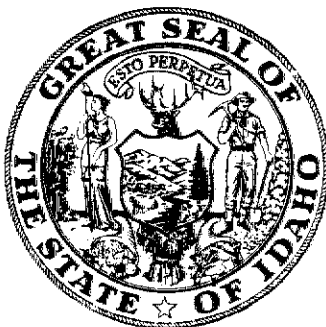
CERTIFICATE OF AUTHORITY OF

NATIONAL FINANCE CORPORATION
File number C 121360

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

Dated: October 29, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Aimee Hedley

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho

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

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is National Finance Corporation
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of New York
4. Its date of incorporation is 8/10/92
5. The address of its principal office is 21 Corporate Drive, Clifton Park, New York 12065
6. The address to which correspondence should be addressed, if different than item 5, is _____
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 names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>David Silipigno</u>	<u>President</u>	<u>21 Corporate Drive, Clifton Park, New York 12065</u>
<u>Joseph Silipigno</u>	<u>Vice Pres. & Secy.</u>	<u>21 Corporate Drive, Clifton Park, New York 12065</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 10/22/97

National Finance Corporation
(Corporation name)

By David Silipigno
David Silipigno

Its _____
President
(specify capacity of signer)

Customer Acct # _____
IDAHO SECRETARY OF STATE

(If using pre-paid acct unit)
10/22/97 10:27:00
CK: 132061836 CT: 4367 DM: 61022

1 @ 100.00 = 100.00 AUTH PRO
1 @ 20.00 = 20.00 EXPEDITE C

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State of New York
Department of State

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I hereby certify, that the certificate of incorporation of NATIONAL FINANCE CORPORATION was filed on 08/10/1992, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness my hand and the official seal,
of the Department of State at the City
of Albany, this 24th day of October
one thousand nine hundred and
ninety-seven.

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