

State of Idaho

Department of State

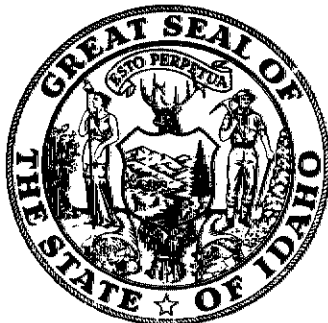
CERTIFICATE OF WITHDRAWAL OF

PROSPECT LEASING COMPANY
File Number C 93179

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PROSPECT LEASING COMPANY for a Certificate of Withdrawal from 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: December 5, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley Beckwith*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

To the Secretary of State of Idaho

Pursuant to Section 30-1-119, *Idaho Code*, the undersigned Corporation hereby applies for a Certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is PROSPECT LEASING COMPANY
The name which it used in Idaho is PROSPECT LEASING COMPANY
2. It is incorporated under the laws of MISSOURI
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is 4131 Highway 94 South, St. Charles, MO 63304
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for, and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By Howard Adams And Carol J. Smith
Its President/Vice President (please specify) Its Secretary/Assistant Secretary (please specify)

STATE OF Illinois)
COUNTY OF Lake) ss:

I, Carolyn P. Symonski, a notary public, do hereby certify that on this 30th day of November, 19 94, personally appeared before me Howard D. Adams & Carol J. Smith, who being by me first duly sworn, declared that (s)he is the Vice President & Asst. Secy. of Prospect Leasing Company

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

Carolyn P. Symonski
Notary Public

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only
IDAHO SECRETARY OF STATE
19941205 0900 46410 2
CK #: 16237 CUST# 31332
CORP
1@ 20.00= 20.00