

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
BANC OF AMERICA COMMERCIAL FINANCE CORPORATION

File Number C 141264

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: November 6, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sally Lloyd*

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:

01 JUL 23 PM 2:27

SECRETARY OF STATE
STATE OF IDAHO

FILED/EFFECTIVE

01 JUL 23 PM 10:13
STATE OF IDAHO

- The name of the corporation is Banc of America Commercial Finance Corporation
- The name which it shall use in Idaho is Banc of America Commerical Finance Corporation
- It is incorporated under the laws of Delaware
- Its date of incorporation is 09/17/1993
- The address of its principal office is 401 North Tryon Street, NC1-021-02-20,
Charlotte, NC 28255
- The address to which correspondence should be addressed, if different than item 5, is _____
- The street address of its registered office in Idaho is 300 North 6th Street
Boise, ID 87302, and its registered agent in Idaho at that address is CT Corp. Systems
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Mikeal R. Jones</u>	<u>Director.</u>	<u>401 N. Tryon St., Char. NC 28255</u>
<u>Kathleen Auda</u>	<u>President</u>	<u>401 N. Tryon St., Char., NC 28255</u>
<u>David R. Smith</u>	<u>Sen. Vice President</u>	<u>401 N. Tryon St., Char., NC 28255</u>
<u>Gary J. Groot</u>	<u>Secretary</u>	<u>401 N. Tryon St., Char., NC 28255</u>
<u>A. Pier Meager</u>	<u>Treasurer</u>	<u>401 N. Tryon St., Char., NC 28255</u>

Dated: 6/26/2001

Banc of America Commercial Finance Corporation
(Corporation name)

By *David R. Smith*

Its Senior Vice President
(specify capacity of signer)

Customer Acct # : _____
(if using pre-paid account)

Secretary of State use only

Revised 7/97
g:\corpforms\ACA.pmf6

IDAHO SECRETARY OF STATE
10/25/2001 05:00
 CK: 4593347 CT: 122424 BH: 426235
 1 @ 100.00 = 100.00 AUTH PRO # 2

C 141264

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANC OF AMERICA COMMERCIAL FINANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER, A.D. 2001.

01 NOV -6 AM 10:13
STATE OF DELAWARE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2351529 8300

AUTHENTICATION: 1423456

010544563

DATE: 11-01-01



K KEMPTHORNE
GOVERNOR

GAVIN M. GEE
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P.O. BOX 83720
BOISE, IDAHO 83720-0031
Website: finance.state.id.us

October 11, 2001

RECEIVED
OCT 11 2001 13
STATE OF IDAHO

Gary Groot, Vice President
Banc of America Commercial Finance Corporation
247 Danbury Road
Wilburn, CT 04497-4079

Dear Mr. Groot:

Your correspondence requesting approval of the corporate name "Banc of America Commercial Finance Corporation" for use in the state of Idaho has been reviewed by Department staff. It is our understanding that the company's ultimate parent is Bank of America, N.A.

Idaho Code § 26-1202 prohibits any person not authorized to operate as a bank to advertise or use as part of its corporate name the word "bank" or "banker" or any other word of similar import. Under the circumstances set forth in your letter, we do not believe that use of the word "Banc" in the corporate name of Banc of America Commercial Finance Corporation is misleading to the public. However, the Bank Act does not authorize the Director to waive the requirement of this law. Instead, we are offering "no objection" to the use of the word "Bancorp" in the company's corporate name. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

If you have any questions, please feel free to contact me.

Sincerely,

Gavin M. Gee, Director
Idaho Department of Finance

Banks & Savings Banks (208) 332-8005
Credit Unions (208) 332-8003
Securities (208) 332-8004
Money Transmitters (208) 332-8004

PHONE: (208) 332-8000
FAX: (208) 332-8088
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8089

Supporting Services (208) 332-8001
Mortgage Companies (208) 332-8002
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002

CALL TOLL FREE 1-800-332-8000



October 10, 2001

Bank of America Commercial Finance
137 Danbury Road
Wilton, CT 06897-4079

Tel: 203.423.4000
Fax: 203.423.4230

Gavin M. Gee
Director
State of Idaho - Department of Finance
700 West State Street, 2nd Floor
P.O. Box 83720
Boise, ID 83720-0031

RECEIVED
STATE OF IDAHO
OCT 11 2001 10:13

**RE: Banc of America Commercial Finance Corporation
Consent To Use the Word "Banc" in Corporate Name**

Dear Mr. Gee,

We recently submitted an application to Idaho's Secretary of State in order to reinstate our corporation, Banc of America Commercial Finance Corporation, as a foreign corporation in your state. We have been instructed that we need consent from the Director of the Idaho Department of Finance to use the word "Banc" in our corporate name. This letter is to request such consent.

Please be advised that Banc of America Commercial Finance Corporation is a Delaware corporation formed on September 17, 1993. The company engages in commercial finance with institutional investors.

Thank you in advance for your assistance and consideration in this matter. Should you have any questions, please do not hesitate to contact me at the number or address listed above.

Sincerely,

Gary Groot
Vice President, Banc of America Commercial Finance Corporation
tel: (203) 423-4020