

# State of Idaho

## Department of State

CERTIFICATE OF AUTHORITY  
OF

AT&T CREDIT CORPORATION

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

Dated: April 15, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

# APPLICATION FOR CERTIFICATE OF AUTHORITY

APR 15 11 30 AM '93

(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 AT&T Credit Corporation

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 Delaware

4. The date of its incorporation is 1/6/93 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 32 Lookerman Sq., Suite L-100, Kent County, Dover, DE 19901

6. The address to which correspondence should be addressed, if different from that in Item 5. 2 Gatehall Drive, Parsippany, New Jersey 07054

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To engage in any lawful act or activity and equipment leasing.

(Continued on reverse)

Submit application and certificate of status

Office of the Secretary of State  
Division of Corporations

IDaho SECRETARY OF STATE  
Secretary of State's Office only  
19930415 0900 67014 2  
CK #: 43886 CUST# 1  
CORPORATIO 10 60.00= 60.00

# 2



APR 15 11 30 AM '93  
SECRETARY OF STATE

AT&T CREDIT CORPORATION  
(formerly AT&T CAPTIVE FINANCE, INC.)  
BOARD OF DIRECTORS  
AS OF 4-1-93

NAME	SOCIAL SECURITY #	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
RUTH A. MOREY	115-34-7859	44 WHIPPANY RD. MORRISTOWN, NJ 07960	5 OXFORD COURT ANNANDALE, NJ 08801
IRVING H. ROTHMAN	139-38-3489	44 WHIPPANY RD. MORRISTOWN, NJ 07960	776 LENAPE TRAIL WESTFIELD, NJ 07090
MAUREEN B. TART	136-50-7584	44 WHIPPANY RD. MORRISTOWN, NJ 07960	2 NORTH TERRACE NORTH CALDWELL, NJ 07006
THOMAS C. WAJNERT	349-34-0258	44 WHIPPANY RD. MORRISTOWN, NJ 07960	YOUNG RD. (NO #) BERNARDSVILLE, NJ 07924
GEORGE D. MC CARTHY	212-54-1128	44 WHIPPANY RD. MORRISTOWN, NJ 07960	82 VAN DOREN AVE. CHATHAM, NJ 07928
JAMES G. STEWART	220-50-4128	2 GATEHALL DR. PARSIPPANY, NJ 07054	113 DELAWARE LANE FRANKLIN LAKES, NJ 07417
JAMES S. TENNER	116-42-1217	2 GATEHALL DR. PARSIPPANY, NJ 07054	931 CARLETON ROAD WESTFIELD, NJ 07090
CHARLES D. VAN SICKLE	262-50-8250	44 WHIPPANY RD. MORRISTOWN, NJ 07960	54 JUNARD DR. MORRISTOWN, NJ 07960

AT&T CREDIT CORPORATION  
(formerly AT&T CAPTIVE FINANCE, INC.)

AS OF 04-01-83

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>
THOMAS C. WAJNERT 349-34-0258	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	44 WHIPPANY RD. MORRISTOWN, NJ 07962	YOUNG RD. (NO #) BERNARDSVILLE, NJ 07924
IRVING H. ROTHMAN 139-38-3489	VICE CHAIRMAN	44 WHIPPANY RD. MORRISTOWN, NJ 07962	778 LENAPE TRAIL WESTFIELD, NJ 07090
GEORGE D. MC CARTHY 212-54-1128	SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY	44 WHIPPANY RD. MORRISTOWN, NJ 07962	82 VAN DOREN AVE. CHATHAM, NJ 07928
CHARLES S. WHITTAKER, JR. 108-42-2358	VICE PRESIDENT - TAXES	44 WHIPPANY RD. MORRISTOWN, NJ 07962	78 SUSQUEHANNA TRAIL SOMERVILLE, NJ 08878
NICHOLAS S. CYPRUS 146-48-0581	CONTROLLER	44 WHIPPANY RD. MORRISTOWN, NJ 07962	518 WILLIAM STREET SCOTCH PLAINS, NJ 07076
WILLIAM R. CARAPEZZI 040-80-2395	ASSISTANT SECRETARY	44 WHIPPANY RD. MORRISTOWN, NJ 07962	65 BERKELEY CIRCLE BASKING RIDGE, NJ 07920
ROBERT J. INGATO 156-54-4928	ASSISTANT SECRETARY	44 WHIPPANY RD. MORRISTOWN, NJ 07962	23 PHYLLIS PLACE RANDOLPH, NJ 07869
EDWARD DWYER 282-50-8300	TREASURER	44 WHIPPANY RD. MORRISTOWN, NJ 07962	110 WITHERSPOON STREET WHITEHOUSE STATION, NJ 08889
ELIZABETH S. KETTENSTOCK 098-56-7126	ASSISTANT TREASURER	44 WHIPPANY RD. MORRISTOWN, NJ 07962	331 POTOMAC DRIVE BASKING RIDGE, NJ 07920
DONNA A. SMITH 078-44-0707	ASSISTANT VICE PRESIDENT - INCOME TAXES	44 WHIPPANY ROAD MORRISTOWN, NJ 07962	11 SWEETWOOD DR RANDOLPH, NJ 07869
MICHAEL A. DEBERNARDI 018-42-4320	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07962	106 DORA AVE. WALDWICK, NJ 07463

**AT&T CREDIT CORPORATION**  
 (formerly AT&T CAPTIVE FINANCE, INC.)  
 AS OF 04-01-83

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>
<b>COMMUNICATIONS SYSTEMS</b>			
JAMES S. TENNER 116-42-1217	PRESIDENT AND COO - COMMUNICATIONS SYSTEMS DIVISION	2 GATEHALL DR. PARSIPPANY, NJ 07054	931 CARLETON ROAD WESTFIELD, NJ 07090
DOUGLAS P. TRUMP 195-36-5669	VICE PRESIDENT, ASSISTANT SECRETARY AND CHIEF COUNSEL	2 GATEHALL DR. PARSIPPANY, NJ 07054	15 INWOOD ROAD CHATHAM, NJ 07928
KAREN L. LARSON 218-58-5418	VICE PRESIDENT - MUNICIPAL FINANCE	2 GATEHALL DR. PARSIPPANY, NJ 07054	18 ORCHARD RD. FLORHAM PARK, NJ 07932
GERRI A. GOLD 070-38-6264	VICE PRESIDENT - EASTERN REGION	44 WHIPPANY RD. MORRISTOWN, NJ 07962	24 SMOKE RISE RD. BEDMINSTER, NJ 07921
KEITH J. KENDALL 132-48-1778	VICE PRESIDENT - CENTRAL REGION	2 GATEHALL DR. PARSIPPANY, NJ 07054	84 GALLOPING HILL ROAD BASKING RIDGE, NJ 07920
KEVIN J. SULLIVAN 030-36-8837	VICE PRESIDENT - SOUTHERN REGION	44 WHIPPANY RD. MORRISTOWN, NJ 07962	6 NARATICONG RD. WHITEHOUSE STATION, NJ 08889
JAMES R. HAMMEL 040-46-6834	VICE PRESIDENT - WESTERN REGION	550 MADISON AVE. NEW YORK, NY 10022	37 CIDER MILL RD. STAMFORD, CT 06903
WILLIAM P. HADICKE 201-40-9021	VICE PRESIDENT - OPERATIONS	2 GATEHALL DR. PARSIPPANY, NJ 07054	308 E. MOUNTAIN RD. BELLE MEAD, NJ 08502
RAMON OLIU 140-52-5818	VICE PRESIDENT - FINANCE	44 WHIPPANY RD. MORRISTOWN, NJ 07962	279 BLOOMSBURY-PITTSTOWN RD. MILFORD, NJ 08848
SHARON K. MOSES 398-48-5340	VICE PRESIDENT - FEDERAL NETWORK	1330 CONNECTICUT AVE. N.W. WASHINGTON, DC 20036	2617 S. KENT ST. ARLINGTON, VA 22202
C. GAIL MARTIN 140-40-2518	VICE PRESIDENT - SPECIAL PRODUCTS	2 GATEHALL DR. PARSIPPANY, NJ 07054	363 MT. AIRY RD. BASKING RIDGE, NJ 07920
CHRISTOPHER M. VUKAS 157-50-7289	VICE PRESIDENT - SOUTHERN REGION	2 GATEHALL DR. PARSIPPANY, NJ 07054	660 BELLWOOD AVENUE ASBURY, NJ 08802
MICHAEL C. KEEFE 136-58-9347	ASSISTANT SECRETARY	2 GATEHALL DR. PARSIPPANY, NJ 07054	61 HILLSIDE AVENUE FLORHAM PARK, NJ 07932
MISA T. LAWRENCE 059-64-2149	ASSISTANT SECRETARY	2 GATEHALL DR. PARSIPPANY, NJ 07054	66 MILL ROAD MORRIS PLAINS, NJ 07950
RICHARD J. CUNNINGHAM 286-42-8362	ASSISTANT SECRETARY	2 GATEHALL DR. PARSIPPANY, NJ 07054	421 HUDSON STREET, APT 514 NEW YORK, NY 10014
CAROL C. DELACRUZ 144-42-1425	VICE PRESIDENT - HUMAN RESOURCES	2 GATEHALL DR. PARSIPPANY, NJ 07054	86 WATCHUNG AVENUE CHATHAM, NJ 07928
JAMES E. SASAVAGE 338-36-2020	VICE PRESIDENT - SYSTEMS	44 WHIPPANY RD. MORRISTOWN, NJ 07962	30 FARMDALE DR. LONG VALLEY, NJ 07853

AT&T CREDIT CORPORATION  
(formerly AT&T CAPTIVE FINANCE, INC.)  
AS OF 04-01-83

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>
<b>NETWORK SYSTEMS</b>			
JAMES G. STEWART 220-50-4128	PRESIDENT AND COO - NETWORK SYSTEMS DIVISION	2 GATEHALL DR. PARSIPPANY, NJ 07054	113 DELAWARE LANE FRANKLIN LAKES, NJ 07417
LOUIS B. FONTANA, JR. 483-58-4906	VICE PRESIDENT, CHIEF COUNSEL AND ASSISTANT SECRETARY	44 WHIPPANY ROAD MORRISTOWN, NJ 07962	3 WAKEFIELD DRIVE HACKETTSTOWN, NJ 07840
ERROL HARRIS 104-50-9004	VICE PRESIDENT - BUSINESS BUSINESS DEVELOPMENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07962	13 DALLARDA DRIVE ALLAMUCHY, NJ 07820
HENRY CRUZ 075-40-0707	DIRECTOR - CREDIT/CONTRACTS AND ASSET MANAGEMENT (VP)	44 WHIPPANY ROAD MORRISTOWN, NJ 07962	153 KENILWORTH ROAD RIDGWOOD, NJ 07450

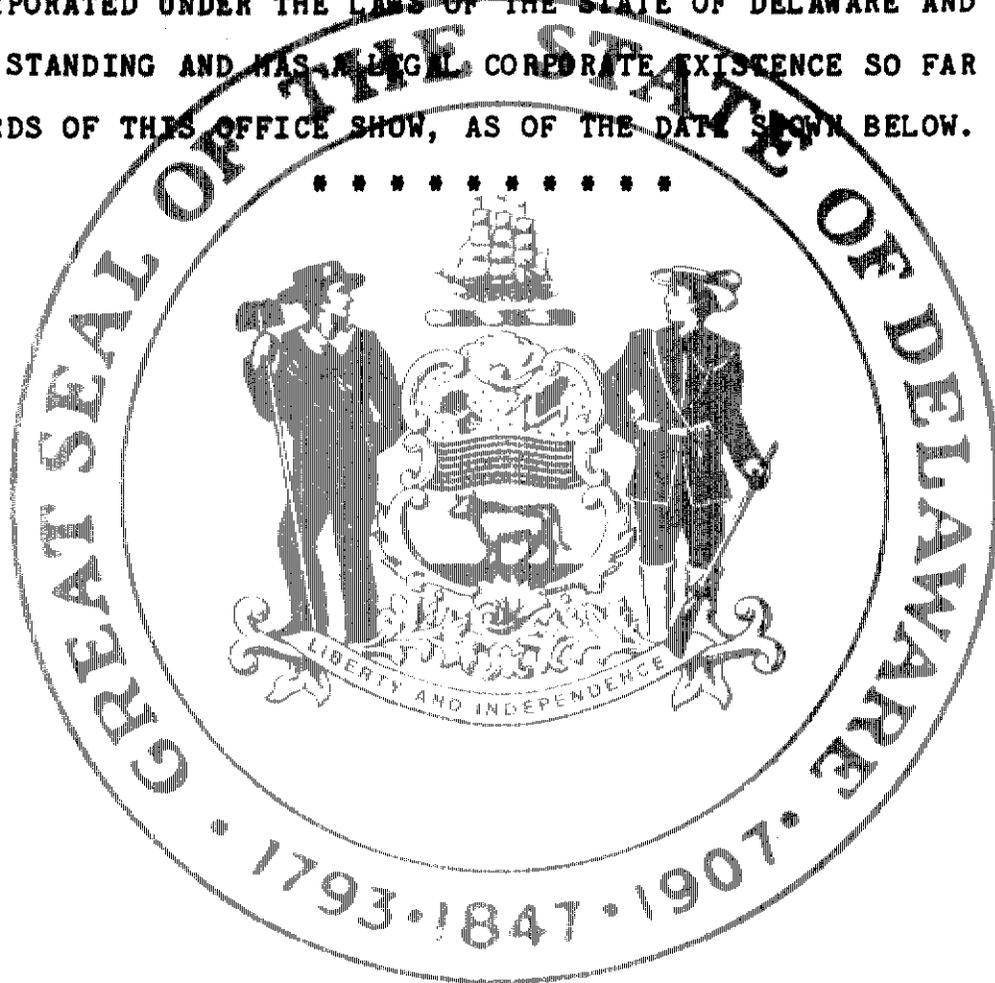
State of Delaware

Office of the Secretary of State

Apr 15 11 30 AM '93

SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY AT&T CREDIT 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 DATE SHOWN BELOW.



*William T. Quillen*

William T. Quillen, Secretary of State

AUTHENTICATION: #3853604

DATE: 04/09/1993

753099301