

State of Idaho

Department of State

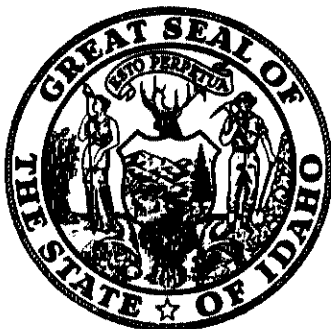
CERTIFICATE OF AUTHORITY OF

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

(Profit Corporation)

APR 15 11 30 AM '93

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 only
19930415 0900 67014 2
CK #: 43886 CUST# 1
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2

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

| Name | Office | Address |
|--------------|--------|---------|
| see attached | | |
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10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: March 31, 1993

AT&T Credit Corporation

(Corporation name)

By Charles S. Whittaker, Jr. its President/Vice President (please specify)

and Robert J. Ingato, its Secretary/Assistant Secretary (please specify)

STATE OF New Jersey)

) ss:

COUNTY OF Morris)

I, C. O. RAVEL, a notary public, do hereby certify that on this 31 day of March, 19 93, personally appeared before me C. S. WHITTAKER, who being by me first duly sworn, declared that (s)he is the Vice President of AT&T Credit Corporation

C. S. WHITTAKER
that (s)he signed the foregoing documents as Vice President of the more and that the statements therein contained are true.

CYNTHIA O. RAVEL
A Notary Public of New Jersey
My Commission Expires September 29, 1996

Cynthia O. Ravel
Notary Public

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

| NAME | TITLE | BUSINESS ADDRESS | RESIDENTIAL ADDRESS |
|--|---|--|--|
| 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

| NAME | TITLE | BUSINESS ADDRESS | RESIDENTIAL ADDRESS |
|--------------------------------------|--|--|---|
| COMMUNICATIONS SYSTEMS | | | |
| 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 195-36-5689 | 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 | 16 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 | 8 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 | 278 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

| NAME | TITLE | BUSINESS ADDRESS | RESIDENTIAL ADDRESS |
|--------------------------------------|--|--|---|
| NETWORK SYSTEMS | | | |
| 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 RIDGEWOOD, NJ 07450 |

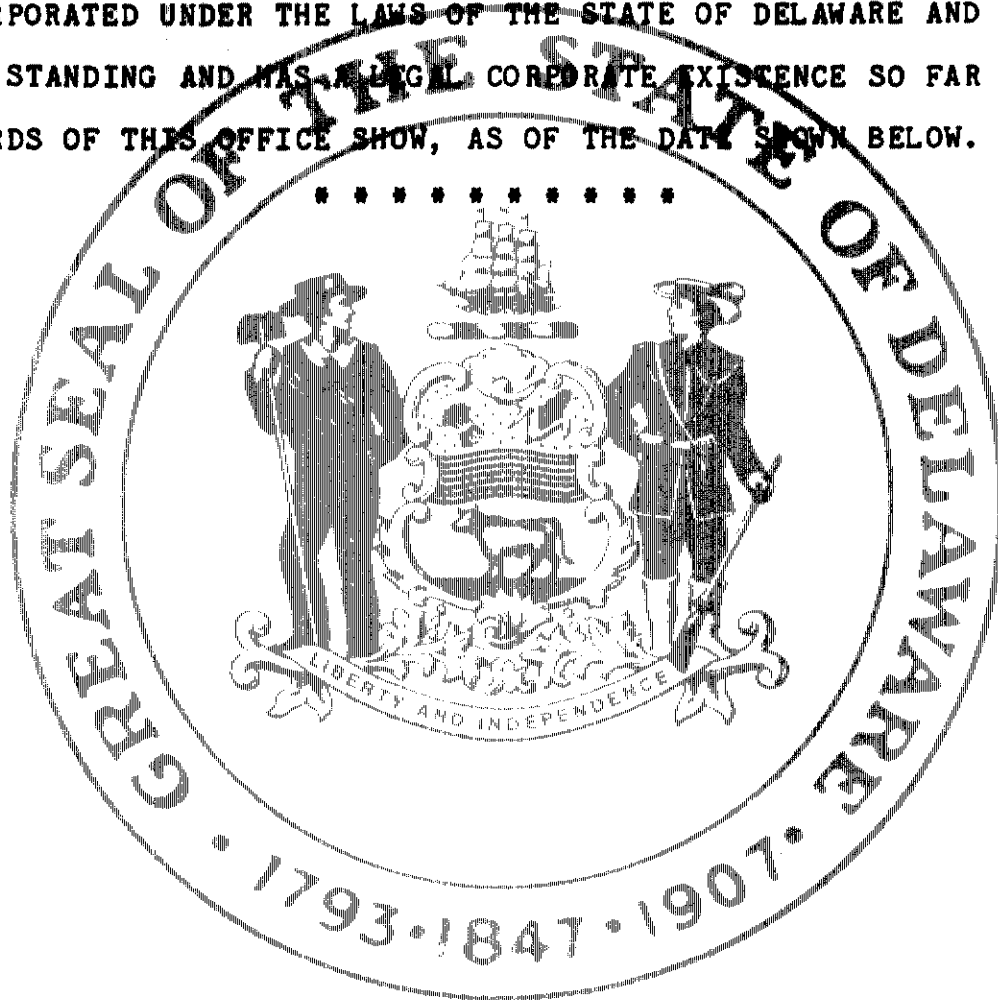
State of Delaware

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

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