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File Number 5443-294-1-7-7-9 85577930

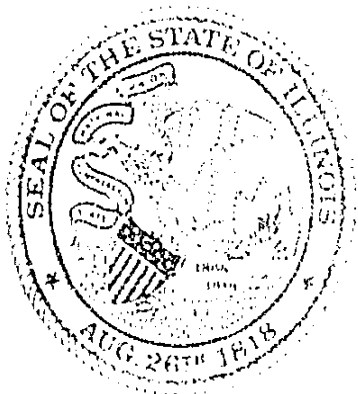


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Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF MDFC EQUIPMENT LEASING CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this* 6TH *day of* NOVEMBER *AD. 19* 86 *and of the Independence of the United States the two hundred and* 11TH.



Jim Edgar

 SECRETARY OF STATE

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STATE OF ILLINOIS
COUNTY OF COOK

IN SENATE
JANUARY 11, 1911

Submit in Duplicate

JIM EDGAR, 5 7 7 9
Secretary of State
State of Illinois

This Space For Use By
Secretary of State

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Date	11-6-86
License Fee	\$ 1214.10
Franchise Tax	\$ 2428.30
Filing Fee	\$ 75.00
Penalties	\$
Clerk	BY # 3717.30

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is _____
(Shall contain the word "corporation", "company", "incorporated",

MDFC EQUIPMENT LEASING CORPORATION

or "limited", or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

N/A

2. State or Country of Incorporation **Delaware** ; Date of Incorporation **1972** ; Period of Duration **perpetual**
October 20,

3. The address of its principal office, wherever located, is _____
c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 19801

and the address of its principal office in Illinois is **821 Commerce Dr., Suite 380, Oak Brook, IL 60521**

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent **C T CORPORATION SYSTEM**
First Name Middle Name Last Name

Registered Office **c/o C T CORPORATION SYSTEM, 208 S. La Salle Street**
Number Street Suite # (A P.O. box alone is not acceptable)
Chicago 60604 Cook
City Zip Code County

5. The states and countries in which it is admitted or qualified to transact business are:
AZ, CA, FL, PA, TX, WI

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

	No. & Street	City	State	Zip
President	James T. McMillan	340 Golden Shore, Long Beach,	CA	90802
Secretary	H. David Neumann	(Same address for all)		
Director	James T. McMillan			
Director	Donald V. Black			
Director	Robert W. Owsley			

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To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and permitted under the Illinois Business Corporation Act.

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:
If not sufficient space to cover this point, add one or more sheets of this size

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3. The number of shares which it is authorized to issue and which it has issued are:

Class	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	\$100.00	1,000	25

* A declaration as to a "par value" is optional, unless the articles of incorporation make a declaration. When no reference to par value is desired, indicate "none".

9. The amount of paid-in capital** is \$ 2,500., as stated capital plus \$57,251,510. as capital in excess of par.

** "Paid-in Capital" means the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.

(COMPLETE EITHER #10 or #11 below)

10. The corporation elects to pay its license fees and its franchise taxes on the basis of 100% of its paid-in capital.
11. (a) —Give an estimate of the total value of all the property of the corporation for the following year \$ 872,779,207.
- (b) —Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois \$ 36,656,937.
- (c) —State the estimated total business of the corporation to be transacted by it everywhere for the following year \$ 144,334,632.
- (d) —State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois \$ 6,480,168.

12. INTERROGATORIES

- *** (a) To what office or offices will all contracts with the corporation be forwarded for final acceptance?
340 Golden Shore, Long Beach, CA 90802
- (b) The number of shares of all classes owned by residents of Illinois is:
NONE
- (c) The number of shares of all classes owned by non-residents of Illinois is:
25
- (d) Is the corporation transacting business in this State at this time?
NO
- (e) If your answer is in the affirmative, state the exact date on which it commenced to transact business in Illinois:

13. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated by the proper officer of the State or Country wherein it is incorporated, which certification is not more than ninety (90) days old.

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

*** When the response to #12(a) lists ONLY an Illinois address, then the total business as reflected in #11(c) is also considered to be an Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #12(a).

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APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ILLINOIS

Filing Fee \$75.00 plus applicable license fee and franchise tax

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FILED

NOV - 6 1986

JIM EDGAR Secretary of State

14-00

RETURN TO:

Corporation Department Secretary of State Springfield, Illinois 62756 Telephone 217 - 782-6961

PAID NOV 19 1986

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RECORDING DESK BOX 170

RECORDING DESK BOX 170

DEPT-01 RECORDING \$19.00
TRAN 0570 12/02/86 15:38:09
#3568 # 302 44-577-7960
COOK COUNTY RECORDER

03622598

George H. Rosen, Executive Vice President (Type or Print Name and Title)

(Signature of President or Vice President)

(Exact Name of Corporation)

RDPC EQUIPMENT LEASING CORPORATION

R. D. Haumann, Secretary (Type or Print Name and Title)

(Signature of Secretary or Assistant Secretary)

attested by

Dated Sept. 17, 1986

The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.