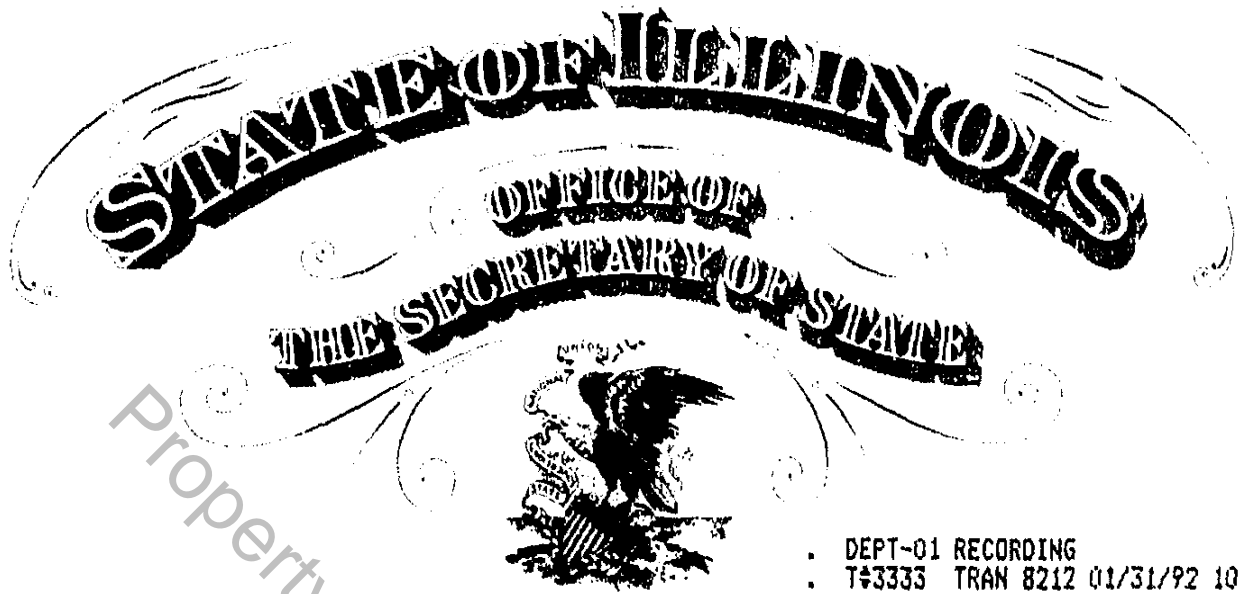


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517-92-70246-22

File Number 6669-2517

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DEPT-01 RECORDING \$27.00  
 T#3333 TRAN 8212 01/31/92 10:22:00  
 #3682 # C \*-92-063840  
 COOK COUNTY RECORDER

**Whereas**, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF

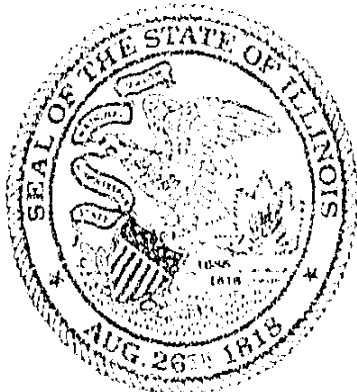
AT&T SMALL BUSINESS LENDING CORPORATION

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.

92063810

*Now Therefore, I, George H. Ryan, 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 27th day of January A.D. 19 92 and of the Independence of the United States the two hundred and 16th.



*George H. Ryan*  
 SECRETARY OF STATE

Box 314

270-0

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Form **BCA-13.15**

(Rev. Jan. 1991)

## APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan  
Secretary of State  
Department of Business Services

**FILED**  
JAN 27 1992  
GEORGE H. RYAN  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date

License Fee

Franchise Tax

Filing Fee

Penalties

Approved:

1-27-92

\$  
\$ 25.00  
\$ 25.00  
\$  
\$ 100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. (a) CORPORATE NAME: AT&T Small Business Lending Corporation

(Complete item (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: November 21, 1991

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

44 Whippany Road

Morristown, New Jersey 07962

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent The Prentice-Hall Corporation System, Inc.

First Name

Middle Name

Last Name

Registered Office 33 North LaSalle Street

Number

Street

Suite #

Chicago, Illinois 60602 Cook

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: Corporation is concurrently qualifying in all 50 states.

6. Names and residential addresses of officers and directors:  
see attached rider

Name	No. & Street	City	State	Zip
President				
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

## SMALL BUSINESS LENDING

### 8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	-	1.00	100	1

### 9. Paid-in Capital: \$ 1.00

(\*Paid-in Capital\* replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 100,000.00
- (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: \$ 10,000.00
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (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: \$ 1,000,000.00

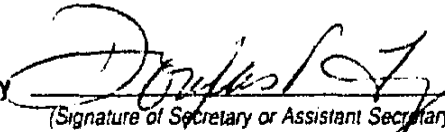
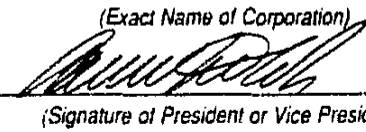
### 11. Interrogatories:

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 44 Whippany Road  
Morristown, N.J. 07962
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: one share common stock
- (d) Is the corporation transacting business in this state at this time? no
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

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

Dated December 31, 19 91 AT&T Small Business Lending Corporation  
(Exact Name of Corporation)

attested by  by   
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Douglas P. Trump, Asst. Secy. Charles S. Whittaker, Jr., V.P.  
(Type or Print Name and Title) (Type or Print Name and Title)

\* 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 #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be 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 #11(a).

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AT & T SMALL BUSINESS LENDING CORPORATION  
LIST OF OFFICERS

NAME & TITLE	SOC. SEC. #	BUSINESS ADDRESS	RESIDENCE ADDRESS
<b>THOMAS C. WAJNERT</b> <i>Chairman and Chief Executive Officer &amp; Director</i>	349-34-0258	44 Whippany Road Morristown, NJ 07962	Young Road (no Number) Bernardsville, NJ 07924
<b>RICHARD B. LASKEN</b> <i>President and Chief Operating Officer &amp; Director</i>	358-34-1046	44 Whippany Road Morristown, NJ 07962	1 Meadowlark Court Randolph, NJ 07869
<b>RICHARD D. CORNELISON</b> <i>Vice President, Chief Financial Officer</i>	487-42-9831	44 Whippany Road Morristown, NJ 07962	4 Hackberry Place Flemington, NJ 08822
<b>DOUGLAS P. TRUM</b> <i>Vice President and Assistant Secretary</i>	195-36-5669	44 Whippany Road Morristown, NJ 07962	15 Inwood Road Chatham, NJ 07928
<b>HOWARD KROLLFEIFEH, JR.</b> <i>Vice President</i>	142-28-7190	44 Whippany Road Morristown, NJ 07962	6 Tullp Lane Randolph, NJ 07869
<b>CHARLES S. WHITTAKER, JR.</b> <i>Vice President - Taxes</i>	108-42-2358	44 Whippany Road Morristown, NJ 07962	78 Susquehanna Trail Somerville, NJ 08876
<b>GEORGE D. McCARTHY</b> <i>Secretary</i>	212-34-1128	44 Whippany Road Morristown, NJ 07962	82 Van Doren Avenue Chatham, NJ 07928
<b>ROBERT J. RHINESMITH</b> <i>Vice President</i>	156-54-4928	222 SW Columbia Portland, OR 97201	2620 Lexington Terrace West Linn, OR 97068
<b>MAUREEN B. TART</b> <i>Vice Chairman and Treasurer &amp; Director</i>	136-50-7584	44 Whippany Road Morristown, NJ 07962	2 North Terrace N. Caldwell, NJ 07006
<b>DONNA A. SMITH</b> <i>Assistant Vice President - Income Taxes</i>	078-44-0707	44 Whippany Road Morristown, NJ 07962	11 Sweetwood Drive Randolph, NJ 07869
<b>ROBERT J. INGATO</b> <i>Assistant Secretary</i>	158-54-4928	44 Whippany Road Morristown, NJ 07962	23 Phyllis Place Randolph, NJ 07869

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