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1998-08-31 16:55:29
County Clerk's Office

File Number 5616-528-2

State of Illinois
Office of
The Secretary of State

Whereas, THE REINSTATEMENT OF
OKIN USA 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, 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 26TH day of AUGUST A.D. 19 98 and of the Independence of the United States the two hundred and 23RD .



George H Ryan

Secretary of State

C-212.2

Box 211 (K. Maher)

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Form **BCA-12.45/13.60**

APPLICATION FOR REINSTATEMENT of DOMESTIC OR FOREIGN CORPORATIONS

(Rev. Jan. 1995)

File # 5616-528-2

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756

This space for use by Secretary of State

FILED

SUBMIT IN DUPLICATE

AUG 26 1998

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by Secretary of State

Date 08-26-98

Filing Fee \$ 100.00

Approved: m/r

- (a) Corporate name as of the date of issuance of the certificate of dissolution or revocation:
ORIX USA Corporation
- (b) Corporate name as changed: _____ (Note 1)
- (c) If a foreign corporation having a certificate of authority under an assumed corporate name restriction, the assumed corporate name: _____ (Note 2)

2. State of incorporation: Delaware

3. Date that the certificate of dissolution or revocation was issued: April 1, 1998

4. Name and address of the Illinois registered agent and the Illinois registered office, upon reinstatement: (Note 3) NOTICE! Completion of item #4 does not constitute a registered agent or office change. See note #3 on back of this form.

Registered Agent

Kevin

P.

Kalinich

First Name

Middle Name

Last Name

111 West Monroe, Suite 1600

Number

Street

Suite # (A P.O. Box alone is not acceptable)

Chicago

60603-4080

Cook

City

Zip Code

County

EXPEDITED

AUG 26 1998

SECRETARY OF STATE

5. Application is accompanied by all delinquent report forms together with the filing fees, franchise taxes, license fee and penalties required.

6. 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. (All signatures must be in **BLACK INK.**)

Dated May 29, 19 98

ORIX USA Corporation

(Exact Name of Corporation)

attested by
(Signature of Secretary or Assistant Secretary)

by
(Signature of President or Vice President)

Shigeo Yamamoto Secretary
(Type or Print Name and Title)

Yoshio Ono President
(Type or Print Name and Title)

NOTES

- Note 1:** If the corporate name which the corporation had at the time of dissolution or revocation is not available for use at the time of reinstatement, the corporation shall set forth the new name by which it will hereafter be known. A change of corporate name must also be properly effected in accordance with the provisions of the Business Corporation Act of 1983. For domestic corporations, articles of amendment must be filed, pursuant to Section 10.30. For foreign corporations, the name must be changed in the state or country of incorporation by articles of amendment filed there, and an application for amended certificate of authority, together with a certified copy of the amendment, must be filed pursuant to Section 13.40.
- Note 2:** If a foreign corporation's true name was not available for use when the original certificate of authority was issued, the corporation had to adopt an assumed corporate name for use in Illinois. When reinstating, an application for an assumed corporate name, pursuant to Section 4.15, must accompany the reinstatement application.
- Note 3:** If either or both the registered agent or the registered office of the corporation has changed since the time of dissolution or revocation, the corporation shall properly report such a change on Form BCA-5.10 or on its most recent annual report form.

Telephone:

Domestic: (217) 782-5797

(217) 785-5782

Foreign: (217) 782-1837

DeKalb County Clerk's Office

ATTACHMENT TO
ORIX USA CORPORATION
1997 FOREIGN CORPORATION ANNUAL REPORT

4.) The names and residential addresses of all officers and directors must be listed here!

NAME	OFFICE	ADDRESS
Akira Seko	President and Director	780 Third Avenue New York, NY 10017
Shigeo Yumamoto	Secretary	780 Third Avenue New York, NY 10017
Hisayuki Kitayama	Treasurer	780 Third Avenue New York, NY 10017
D.E. Mundell	Chairman and Director	One Bush Street San Francisco, CA 94104
Yoshihiko Miyauchi	Director	2-4-1 Hamamatsu-cho, Minato-Ku Tokyo, Japan 105
Yoshiaki Ishida	Director	2-4-1 Hamamatsu-cho, Minato-Ku Tokyo, Japan 105
D.A. Woolsey	Deputy President and Director	780 Third Avenue New York, NY 10017

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YEAR OF 1997
File Prior to: 11/1/97

STATE OF ILLINOIS FOREIGN CORPORATION ANNUAL REPORT

CORPORATION
FILE NO. F5616-528-2

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

1.) CHANGES ONLY: REGISTERED AGENT Kevin P. Kelnich
REGISTERED OFFICE 111 West Monroe, Suite 1600
CITY, IL ZIP CODE Chicago, IL 60603-4080 COUNTY Cook

2.) CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, IL, ZIP CODE

ORIX USA Corporation
c/o CT Corporation System
208 S. LaSalle Street
Chicago, IL 60604-1136

FILED

AUG 26 1998

COUNTY Cook

3a.) State or Country of incorporation: DE

GEORGE H. RYAN
SECRETARY OF STATE

3b.) Date of Business in IL: 11-09-1990

4.) The names and residential addresses of ALL officers & directors MUST be listed here!

OFFICE	NAME	NUMBER & STREET	CITY	STATE	ZIP
President	(See Attached)				
Secretary					
Treasurer					
Director					
Director					

5.) If 51% or more of the stock is owned by a minority or female, please check appropriate box Minority Owned Female Owned

ATTENTION! Whenever the amount in item 6 or 7a differs from the Secretary of State's records, the enclosed BCA 14.30 must be completed.

6.) Number of shares authorized and issued (as of _____):

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
Common	A	\$1.00	1,000	1,000
Common	B	\$10,000.00	1,000	1,563.00
Common	C	\$5,000.00	3,000	2,877
Preferred	A	\$1.00	1,000	800.00

7a.) The amount of paid-in capital as of 8/31/97 is: \$ 382,314,800

7b.) The Paid-in Capital on record with the Secretary of State is: \$ 30,016,800

8.) By Shigeo Yamamoto Secretary 5/29/98
(Any Authorized Officer's Signature) (Title) (Date)

EXPEDITED

AUG 26 1998

SECRETARY OF STATE

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

ITEM 8 MUST BE SIGNED!

Department of Business Services
Secretary of State
Springfield, IL 62706
Phone (217) 782-7800

PLEASE COMPLETE THE REVERSE SIDE OF THIS REPORT)

PRESIDENT Akira Seko, 780 Third Avenue, New York, New York 10017
SECRETARY Shigeo Yamamoto, 780 Third Avenue, New York, New York 10017

F 5616-528-2
File No.

IF THE ABOVE OFFICERS' NAMES AND ADDRESSES ARE MISSING OR HAVE CHANGED, ENTER ONLY THE ADDITIONS OR CORRECTIONS BELOW.

PRESIDENT
NAME STREET ADDRESS CITY STATE ZIP

(Item 9, OR 10, (a.) OR 10, (b.) whichever is applicable, MUST be completed)

9. The amounts stated in parts (a) through (e) below are given for the twelve month period ending March 31, 19 97.

The value of the property (gross assets)

- (a) owned by the corporation, wherever located, was.....(a) \$ 5,112,374
- (b) of the corporation located within the state of Illinois was.....(b) \$ 56,905

The gross amount of business transacted by the corporation

- (c) everywhere for the above period was.....(c) \$ 84,018,000
- (d) at or from places of business in Illinois for the above period was.....(d) \$ 935,204

Give the location of the principal places of business of the corporation in each state where authorized to transact business and the gross amount of business transacted in each state for the above period. (If necessary attach a second sheet.)

ALLOCATION FACTOR = $\frac{b + d}{a + c} = \frac{.011131}{}$
 (6 decimal places)

(Write this figure on line 11b below.)

- 10. (a.) ALL property of the corporation is located in Illinois and ALL business of the corporation is transacted at or from places of business in Illinois.
- (b.) the corporation ELECTS to pay franchise tax on the basis of 100% of its total paid-in capital.

ALLOCATION FACTOR = 1.00000 (Write this figure on line 11b below.)

STOP! Item 9 or 10 must be completed before continuing TO Item 11.

11. ANNUAL FRANCHISE TAX AND FEES

(a.) Total Paid-in Capital (Enter amount from Item 7a from the other side of report)	a.	382,314,800		
(b.) ALLOCATION FACTOR (Enter from Item 9 or Item 10 above)	b.	X .011131		
(c.) ILLINOIS CAPITAL (Multiply line (a.) by line (b.))	c.	4,255,545.04		
(d.) Omitted				
(e1.) Multiply line (c) by .001 (Round to nearest cent)	e1.	4,255.55		
(e2.) ANNUAL FRANCHISE TAX (Enter amount from line (e1), but not less than \$25)	e2.		4,255.55	
(f1.) If Annual Report is late, multiply line (e2) by .10	f1.	425.55		
(f2.) If Annual Franchise Tax is late, multiply line (e2) by .01 for each month late or part thereof (minimum \$1.00)	f2.	425.55		
(f3.) INTEREST & PENALTIES (Add line (f1) and line (f2))	f3.		851.10	
(g.) ANNUAL REPORT FILING FEE (\$15)	g.		+ 25.00	
(h.) Omitted January 1, 1991	h.		N.A.	
(i.) TOTAL ANNUAL FRANCHISE TAX, FEES, INTEREST, & PENALTIES DUE (Add line (e2) + line (f3) + line (g) + line (h))	i.		5,131.65	

IMPORTANT!

If changes in item 6 or 7, the enclosed form BCA 14.30 must be executed and submitted with