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**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California

DEC 12 1989

MARCH FONG EU, Secretary of State

CERTIFICATE OF RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

BA LEASING & CAPITAL CORPORATION

Richard V. Harris, President, and Marlene Sharland, Assistant Secretary, of BA Leasing & Capital Corporation, a corporation duly organized and existing under and by virtue of the California Corporations Code, do hereby certify:

FIRST: That the Board of Directors of said corporation in an action taken by unanimous written consent in accordance with the bylaws on August 15, 1989, adopted a resolution proposing and declaring advisable restatement of the Articles of Incorporation, as amended to the date of filing of this certificate, including amendments set forth herein but not separately filed, to read as follows:

"FIRST: The name of the corporation is BA Leasing & Capital Corporation.

"SECOND: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California General Corporation Law.

"THIRD: The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 20,000 shares. The aggregate par value of said shares is TWO MILLION DOLLARS (\$2,000,000) and the par value of each share is ONE HUNDRED DOLLARS (\$100.00).

"FOURTH: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.


"FIFTH: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the General Corporation Law) for breach of duty to the corporation and its stockholders through by-law provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the California General Corporation Law, subject to the limits of such excess indemnification set forth in Section 204 of the California General Corporation Law.

"SIXTH: The corporation elects to be governed by all of the provisions of the General Corporation Law (as added to the California Corporations Code effective January 1, 1977, and as subsequently amended) not otherwise applicable to this corporation under Chapter 23 of said General Corporation Law."

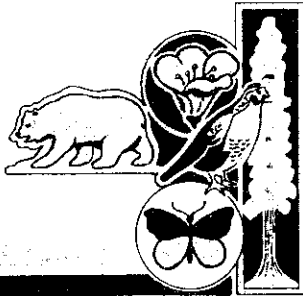
SECOND: That the sole shareholder gave written consent to said restatement of the Articles and the Article amendments included in said restatement on September 11, 1989, in accordance with the provisions of Section 902 of The California Corporations Code. The corporation has only one class of shares and the number of outstanding shares is Five Thousand (5,000).

CERTIFICATION

IN WITNESS WHEREOF, Richard V. Harris, President, and Marlene Sharland, Assistant Secretary, of BA Leasing & Capital Corporation affirm under the penalties of perjury that the facts stated herein are true of their knowledge. Executed in the City and Country of San Francisco, the State of California, this 8th day of December, 1989.


Richard V. Harris
President


Marlene Sharland
Assistant Secretary



State
of
California

OFFICE OF THE SECRETARY OF STATE

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CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

DEC 13 1989



March Fong Eu

Secretary of State

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Rec'd & Filed DEC 19 1989