

# State of California

OFFICE OF THE SECRETARY OF STATE

20897 ✓

BA LEASING & CAPITAL CORPORATION

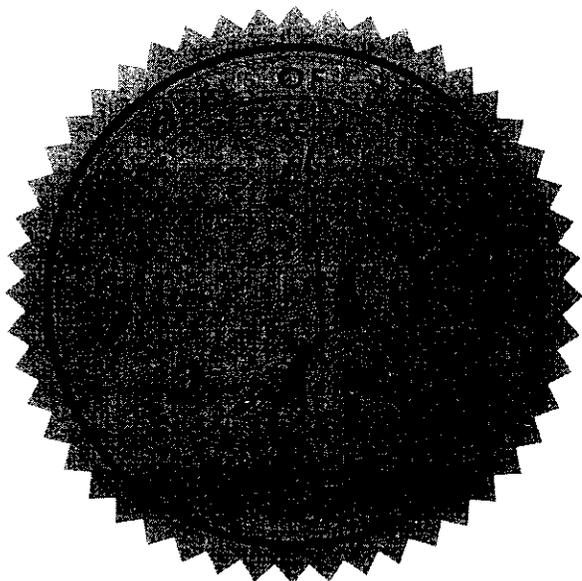
I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

DEC 14 1990



*March Fong Eu*

Secretary of State

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[CALIFORNIA] FILED BH  
In the office of the Secretary of State  
of the State of California

CERTIFICATE OF OWNERSHIP

OF

SEP 29 1989

BA LEASING & CAPITAL CORPORATION

March Fong Eu  
MARCH FONG EU, Secretary of State

TERRI L. KWIATEK and MARLENE A. SHARLAND hereby  
certify that:

1. They are the Vice President and the Assistant  
Secretary, respectively, of BA LEASING & CAPITAL  
CORPORATION ("BALCAP"), a California corporation.

2. BALCAP owns 100% of the outstanding shares of  
capital stock of Delos Leasing Corporation ("Delos"), a  
Delaware corporation.

3. The following resolutions were duly adopted  
by the Board of Directors of BALCAP:

"WHEREAS, BA Leasing & Capital Corporation  
("BALCAP") owns 100% of the outstanding shares of capital  
stock of Delos Leasing Corporation ("Delos"), a Delaware  
corporation; and

WHEREAS, it is deemed advisable and in the best  
interests of this corporation and its shareholders that  
Delos merge with and into BALCAP and that BALCAP assume all  
of the liabilities and obligations of Delos.

NOW THEREFORE, BE IT:

RESOLVED, that Delos be merged with and into  
BALCAP and that BALCAP assume all of the liabilities and  
obligations of Delos in accordance with Section 1110 of the  
Corporations Code of the State of California and Section  
253 of the Delaware General Corporation Law.

FURTHER RESOLVED, that any Vice President and any  
Assistant Secretary of this corporation are authorized to  
execute and file certificates of ownership and merger  
prescribed by Section 1110 of the Corporations Code of the  
State of California and Section 253 of the Delaware General  
Corporation Law;

FURTHER RESOLVED, that the officers of this corporation are authorized to make all such arrangements, to do and perform all such acts, and to execute and deliver such certificates, documents and other instruments as they may deem necessary or appropriate to implement fully the transactions contemplated by the foregoing resolutions."

4. The merger shall become effective on September 29, 1989.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on September 28, 1989.

*Terri L. Kwiatek*

Terri L. Kwiatek  
Vice President

*Marlene A. Sharland*

Marlene A. Sharland  
Assistant Secretary

DEPARTMENT OF STATE  
OFFICE OF  
SECRETARY OF STATE  
PROVIDENCE, R. I.

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