

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

NYNEX Credit Company

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is NYNEX Credit Company

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is September 16, 1985 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To engage in any lawful act or activity including, but not limited to, providing financing for equipment sold by affiliated and non-affiliated vendors.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED RIDER	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1	Common		no par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1	Common		no par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 75,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1,000,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 9,985,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 43,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated December 23, 1986

NYNEX Credit Company

[Exact Corporate Name of Corporation Making Application]

By William F. Heitmann
William F. Heitmann Its President
and Darlene D. Kleiner
Darlene D. Kleiner Its Secretary

STATE OF New York

COUNTY OF New York

} Sc.

At New York City in said County on the 23 day
of December, 1986, before me personally appeared
William F. Heitmann, who being by me first duly sworn, declared that
he is the President of NYNEX Credit Company,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Constance J. Bontempo
Notary Public

(NOTARIAL SEAL)

CONSTANCE J. BONTEMPO
Notary Public, State of New York
No. 41-4670659
Qualified in Queens County
Commission Expires May 31, 1988

41601

1A11 2A 1087 5a

NYNEX Credit Company
DIRECTORS

<u>Name/Title</u>	<u>Business Address (City, State and Zip)</u>
Anthony P. Blose Director	441 Ninth Avenue New York, NY 10001
Grace J. Fippinger Chairman	335 Madison Avenue New York, NY 10017
William F. Heitmann Director	335 Madison Avenue New York, NY 10017
Harvey Leong Director	400 Westchester Avenue White Plains, NY 10604
Brian P. Davis Director	70 West Red Oak Lane White Plains, NY 10604
Larry R. Smart Director	335 Madison Avenue New York, NY 10017

All terms for the above Directors are valid until a successor is elected and qualified.

NYNEX Credit Company
OFFICERS

<u>Name/Title</u>	<u>Business Address (City, State and Zip)</u>
Patrick Dentico Assistant Comptroller	441 Ninth Avenue New York, NY 10001
Grace J. Fippinger Chairman of the Board	335 Madison Avenue New York, NY 10017
William F. Heitmann President	335 Madison Avenue New York, NY 10017
Darlene D. Kleiner Secretary	335 Madison Avenue New York, NY 10017
Mirijana Kocho Vice President- General Counsel	335 Madison Avenue New York, NY 10017
Richard E. Lucey Vice President-Marketing	335 Madison Avenue New York, NY 10017
James B. White Vice President- Treasurer/Comptroller	335 Madison Avenue New York, NY 10017
William J. Greene, Jr. Assistant Comptroller	441 Ninth Avenue New York, NY 10001
William N. Malone Assistant Treasurer	335 Madison Avenue New York, NY 10017
Lawrence J. Massimine Assistant Comptroller	335 Madison Avenue New York, NY 10017
Richard Weiss Assistant Comptroller	441 Ninth Avenue New York, NY 10001
Theodore C. Weidenman Assistant Treasurer	335 Madison Avenue New York, NY 10017

All terms for the above Officers are valid until a successor is elected and qualified.

State of Delaware

PAGE 1



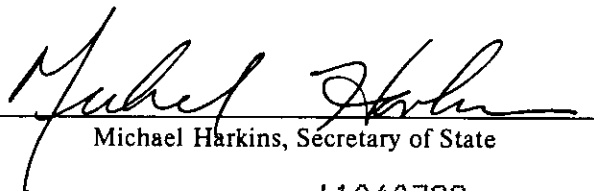
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF NYNEX CREDIT COMPANY FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1



726345070


Michael Harkins, Secretary of State

AUTHENTICATION: 11040798

DATE: 12/11/1986

CERTIFICATE OF INCORPORATION
OF
NYNEX CREDIT COMPANY

1. The name of the corporation is NYNEX Credit Company.

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business of the corporation and its purpose are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as it may be amended from time to time, or any successor law.

4. The total number of shares of stock which the corporation shall have authority to issue is one share of Common Stock with no par value.

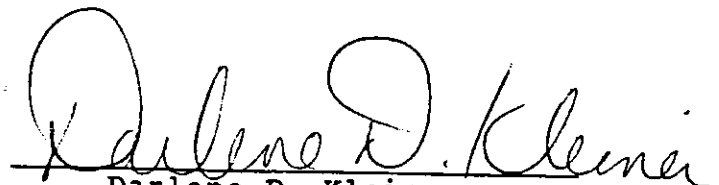
5. The name and mailing address of the incorporator is as follows:

Darlene D. Kleiner, Esq.
335 Madison Avenue
20th Floor
New York, New York 10017

6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights herein conferred upon stockholders are granted subject to this reservation.

10-2-85 2200
11-2-85 1300 0-09 12-2-85 10
I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of Sept., 1985.


Darlene D. Kleiner

JAN 20 1987

01/23/87	PAID	CP65	65.00
		006K A001	65.00

1091F