Filing Fee: $150.00
License Fee: $15.00 minimum (§7-1.1-124)

ID Number: 126304

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign 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:

1. The name of the corporation is Emigrant Business Credit Corporation
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
   ____
   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
   ____
4. The date of its incorporation is April 8, 1997 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
   101 Executive Blvd. Elmsford NY 10523
6. The address of its proposed registered office in Rhode Island is 107 Danielson Pike
   (Street Address, not P.O. Box)
   Scituate (City/Town), RI 02857 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is LexisNexis Document Solutions, Inc.
   (Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   Equipment Leasing
8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	See Attached List	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
AUG 05 2002
By ________

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JUL 29 11 52 AM '02

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SECRETARY OF STATE
CORPORATIONS DIV.
AUG 5 1 06 PM '02

Form No. 150
Revised 01/99

9. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000	Common	None	.01

10. 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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100.0	Common	None	.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 102,155,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 5,674,000.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 0.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 7/18/02

Emigrant Business Credit Corp.
Print Exact Name of Corporation Making Application

By [signature]
☐ President or ☑ Vice President (check one)

AND

By [signature]
☑ Secretary or ☐ Assistant Secretary (check one)

STATE OF New York
COUNTY OF Westchester

In ~~2002~~ Elmsford, on this 26 day of July, 2002, personally appeared before me Craig Hamrah who, being by me first duly sworn, declared that he/she is the Executive Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[signature] Mary Han

Notary Public
My Commission Expires:

MARY HAN
Notary Public, State of New York
No 01HA4849439
Qualified in Queens County
Commission Expires Sept. 30, 2005

Emigrant Business Credit Corporation

List of corporate officers

Name (Last, First, Middle)	Title	Business Address
Goldsmith, Stephen	Chief Executive Officer	5 East 42nd Street, New York, NY 10017
Kahmann, Michael James	President	101 Executive Blvd., Elmsford, NY 10523
Hamrah, Craig Allan	Executive Vice President	101 Executive Blvd., Elmsford, NY 10523
Hickey, Daniel Crough	Secretary	5 East 42nd Street, New York, NY 10017
May, Francis Robert	Treasurer	5 East 42nd Street, New York, NY 10017

Emigrant Business Credit Corporation

List of corporate directors

Name (Last, First, Middle)	Title	
Goldsmith, Stephen	Chairman	5 East 42nd Street, New York, NY 10017
Hickey, Daniel Crough	Vice President	5 East 42nd Street, New York, NY 10017
Hart, John Raymond	Vice President	5 East 42nd Street, New York, NY 10017
Jackson, Michael Joseph	Vice President	5 East 42nd Street, New York, NY 10017
Woolsey, James Clare	Vice President	5 East 42nd Street, New York, NY 10017

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "EMIGRANT BUSINESS CREDIT CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTH DAY OF APRIL, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2738636 8100H

AUTHENTICATION: 1832409

020364913

DATE: 06-14-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 04/08/1997
971113871 - 2738636

CERTIFICATE OF INCORPORATION

OF

EMIGRANT BUSINESS CREDIT CORPORATION

The Undersigned, for the purpose of forming a corporation pursuant to Section 102 of the General Corporation Law of the State of Delaware, does hereby certify that this Certificate of Incorporation of Emigrant Business Credit Corporation was duly adopted in accordance with the provisions of Section 102 of the General Corporation Law of the State of Delaware, and further certifies as follows:

ARTICLE I

NAME

The name of the corporation is Emigrant Business Credit Corporation (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock that the Corporation shall have the authority to issue is 1,000. The par value of each of such shares is $0.01. All such shares are of one class and are shares of common stock.

ARTICLE V

NOTICES

The name and mailing address of the incorporator of this Corporation is:

Douglas J. McClintock
c/o Thacher Proffitt & Wood
Two World Trade Center, 39th Floor
New York, New York 10048

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed and that the facts stated therein are true.

Douglas J. McClintock

Douglas J. McClintock