

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

AT&T Capital Corporation

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 AT&T Capital Corporation

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

AT&T Capital Corporation

(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 February 16, 1990 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 The Corporation Trust Company
1209 Orange Street, Wilmington, DE 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Byer 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

Equipment leasing

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
.....	Director
See Attached	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	--	25,000

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	--	25,000

STATE OF New Jersey }
COUNTY OF Morris } Sc.

At Morris in said County on the 5th day
of April 19 90, before me personally appeared

he is the Vice President of AT&T CAPITAL CORPORATION,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Laura H. Kurt
Notary Public

(NOTARIAL SEAL)

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SECRETARY OF STATE
CONCORD, N.H.

Apr 19 10 13 AM '90

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Rec'd & Filed APR 19 1990