



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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	.....
.....	Director	.....
.....	Director	.....
.....	.....	.....
.....	.....	.....
See attached list of officers	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>
1,000	Common	(No series)	\$1.00

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>
1,000	Common	(No series)	\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 900,000 .....

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.01 .....

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 22,000,000 .....

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 \$ - 0 .....

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 October 6, 1997

FINOVA Capital Markets Inc.  
[Exact Corporate Name of Corporation Making Application]

By Betty J. Pecha  
Betty J. Pecha

Its Vice President

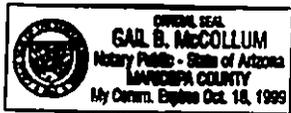
and Diana L. Watson

Diana L. Watson

Its ~~Assistant~~ Secretary

STATE OF Arizona }  
COUNTY OF Maricopa } Sc.

At Phoenix, in said County on the 6<sup>th</sup> day  
of October, 1997, before me personally appeared Betty J. Pecha,  
who being by me first duly sworn, declared that  
he/she is the Vice President of FINOVA Capital Markets Inc.,  
that he/she signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.



Gail B. McCollum  
Notary Public

(NOTARIAL SEAL)

CONSENT TO USE OF NAME

I, the undersigned officer of FINOVA Capital Corporation, a Delaware corporation, acting on behalf of the corporation, hereby consent to the utilization of the corporate name "FINOVA Capital Markets Inc." in the Application for Certificate of Authority in the State of Rhode Island.

DATED: October 6, 1997

FINOVA Capital Corporation,  
a Delaware corporation

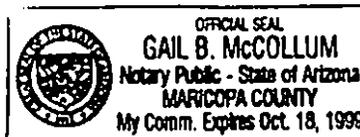
By: Betty J. Pecha  
Betty J. Pecha  
Assistant Secretary

STATE OF ARIZONA     )  
                                  ) ss.  
COUNTY OF MARICOPA )

Subscribed and sworn to before me this 6th day of October, 1997, by Betty J. Pecha, Assistant Secretary of FINOVA Capital Corporation, a Delaware corporation.

Gail B. McCollum  
Notary Public

My Commission expires:  
10/18/99



CONSENT TO USE OF NAME

I, the undersigned officer of FINOVA Capital Corporation, a Delaware corporation, acting on behalf of the corporation, hereby consent to the utilization of the corporate name "FINOVA Capital Markets Inc." in the Application for Certificate of Authority in the State of Rhode Island.

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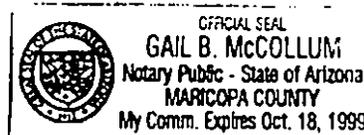
By: Betty J. Pecha  
Betty J. Pecha  
Assistant Secretary

STATE OF ARIZONA     )  
                                  ) ss.  
COUNTY OF MARICOPA )

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Gail B. McCollum  
Notary Public

My Commission expires:  
10/18/99



Directors & Officers Report

FINOVA Capital Markets Inc.

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Eichenfield, Samuel L.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Radway, Robert E.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Smalis, Gregory C.	Director	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Eichenfield, Samuel L.	Chairman and Chief Executive Officer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Radway, Robert E.	President	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Fitzsimmons, Robert J.	Senior Vice President-Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Hallinan, William J.	Senior Vice President, General Counsel and Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Marezowski, Bruno A.	Senior Vice President-Controller	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Lieberman, Richard	Vice President-Assistant General Counsel & Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Pecha, Betty J.	Vice President & Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Santa Cruz, Mirian C.	Vice President	7272 East Indian School Road Suite 410 Scottsdale, AZ 85251
Huckins, Melissa C.	Assistant Vice President-Treasury Operations	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209

Directors & Officers Report

Ciancola, Veronica D.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Inman, Deborah A.	Assistant Secretary	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209
Watson, Diana L.	Assistant Secretary	1850 N. Central Ave. P. O. Box 2209 Phoenix, AZ 85002-2209
Smythe, Meilee	Assistant Treasurer	1850 N. Central Avenue P. O. Box 2209 Phoenix, AZ 85002-2209