

No Fee \$20.00

Corp. I.D. # 25519

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

NORWEST FINANCIAL LEASING, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.0-107 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation)
amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is
Norwest Financial Leasing, Inc.

SECOND: The address of its present registered office is
1250 Warwick Avenue, Warwick, RI 02888

THIRD: The address to which its registered office is to be changed is
N/A

FOURTH: The name of its present registered agent is
Alfred L. Grant

FIFTH: The name of its successor registered agent is
Mike Manley

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of
directors.

Dated December 28, 1992

Norwest Financial Leasing, Inc.

By

Its Vice President

STATE OF IOWA }
COUNTY OF POLK } SC.

At Des Moines in said county on this 28 day
of December, 1992, personally appeared before me
Steve R. Wagner who, being by me first duly sworn, declared that he
is the Vice President of Norwest Financial Leasing, Inc.
that he signed the foregoing document as Vice President of the