

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

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

**Tri-Continental Leasing 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 **Tri-Continental Leasing Corporation**

SECOND: The name which it elects to use in Rhode Island is **Tri-Continental Leasing 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 **January 13, 1964** 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 **100 West Tenth Street, Wilmington, Delaware 19801**  
**c/o The Corporation Trust Company**

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 leasing telecommunications, office and other equipment and to engage in any lawful act or activity for which corporations may be organized**

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

Name	Office	Address
SEE ATTACHED LIST	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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1	Common	-	No Par Value

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 10,000.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 125,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 280,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 26,000,000.00

FIFTEENTH: 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 \$ 70,000.00

SIXTEENTH: 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 20, 1984

Tri-Continental Leasing Corporation  
[Exact Corporate Name of Corporation Making Application]

By [Signature]  
Its President  
and Nelson C. Brown  
Its Asst. Secretary  
Nelson C. Brown

STATE OF Pennsylvania }  
COUNTY OF Philadelphia } Sc.

At PHILA., PA. in said County on the 20th day  
of December 1984, before me personally appeared  
ROBERT W. STUBBS, who being by me first duly sworn, declared that  
he is the PRESIDENT of Tri-Continental Leasing Corporation  
that he signed the foregoing document as such PRESIDENT of the  
corporation, and that the statements therein contained are true.

[Signature]  
Notary Public

(NOTARIAL SEAL)

LOIS E. STEVENSON  
Notary Public, Phila., Phila. Co.  
My Commission Expires May 18, 1988

✓ 33069

JAN 22 1985  
Act 1.35

MASSACHUSETTS EXHIBIT 1.35  
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Tri-Continental Leasing Corporation

(Current List of Officers and Directors)

JOHN A. MOUNTAIN Chairman/Chief Executive Officer/Director	1600 Market Street Philadelphia, PA 19103	1921 Nottingham Rd. Allentown, PA 19103
ROBERT W. STUBBS President	Rte. 17 South & Century Rd. Paramus, NJ 07653	324 McKinley Place Ridgewood, NJ
EDWARD G. GROGAN Secretary	1600 Market Street Philadelphia, PA 19103	84 Woodstone Lane Villanova, PA 19085
NELSON C. BROWN Assistant Secretary	1600 Market Street Philadelphia, PA 19103	501 Wyncotte Circle Berwyn, PA 19312
IRVING R. SILBER Treasurer	Rte. 17 South & Century Rd. Paramus, N.J. 07653	19-06 Angelo Terrace Fairlawn, NJ 07410
JOHN M. KELLEHER Director	1600 Market Street Philadelphia, PA 19103	503 Dawn Lane Bryn Mawr, Pa. 19101
JAMES H. DICKERSON, JR. Director	1600 Market Street Philadelphia, PA 19103	246 Roundhill Road St. David's, PA 19087

## State of Delaware

Office of Secretary of State

I, GLENN C. KENTON, 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 BELL ATLANTIC  
LEASING COMPANY FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF  
JANUARY, A.D. 1984, AT 10 O'CLOCK A.M.

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

724363084

AUTHENTICATION: 0407233

DATE: 12/28/1984

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
TRI-CONTINENTAL LEASING CORPORATION

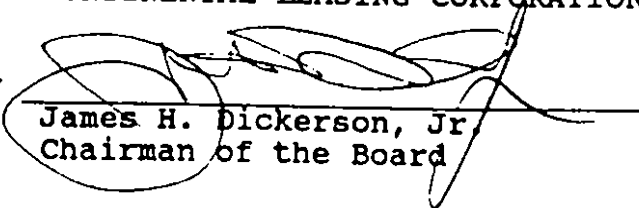
Tri-Continental Leasing Corporation, a corporation organized and existing under the Business Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by the Corporation's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the Business Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article 1 in its entirety and replacing therefor: '1. The name of the corporation is Bell Atlantic TriCon Leasing, Inc.'"

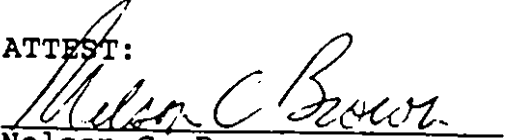
IN WITNESS WHEREOF, Tri-Continental Leasing Corporation has caused this certificate to be signed and attested by its duly authorized officers, this 17th day of October, 1986.

TRI-CONTINENTAL LEASING CORPORATION

By

  
James H. Dickerson, Jr.  
Chairman of the Board

ATTEST:

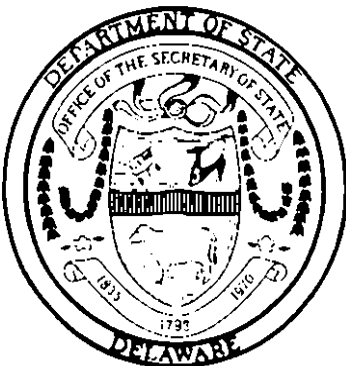
  
Nelson C. Brown  
Assistant Secretary

## State of Delaware



## 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 AMENDMENT OF BELL ATLANTIC TRICON LEASING, INC. FILED IN THIS OFFICE  
ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 1987, AT 10 O'CLOCK A.M.



727079103

A handwritten signature of Michael Harkins in cursive script.  
Michael Harkins, Secretary of State

AUTHENTICATION: 1175262

DATE: 03/20/1987



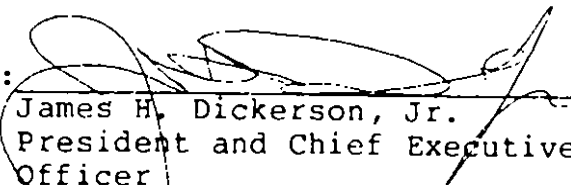
CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
BELL ATLANTIC TRICON LEASING, INC.

Bell Atlantic TriCon Leasing, Inc., a corporation organized and existing under the Business Corporation Law of the State of Delaware (the "Corporation") does hereby certify that the amendment to the Corporation's Certificate of Incorporation set forth in the following resolution approved by the Corporation's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the Business Corporation Law of the State of Delaware:

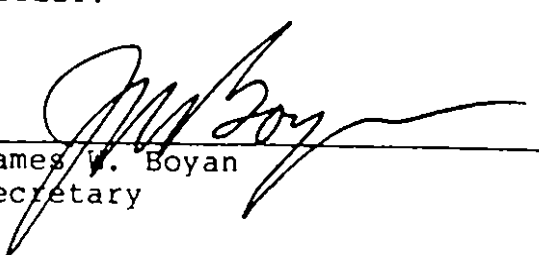
RESOLVED, that the Certificate of Incorporation of the Corporation be amended by striking Article 1 in its entirety and replacing therefor: '1. The name of the corporation is Bell Atlantic TriCon Leasing Corporation.'

IN WITNESS WHEREOF, Bell Atlantic TriCon Leasing, Inc. has caused this certificate to be signed and attested by its duly authorized officers, this 21st day of January, 1987.

BELL ATLANTIC TRICON LEASING, INC.

By:   
James H. Dickerson, Jr.  
President and Chief Executive  
Officer

ATTEST:

  
James W. Boyan  
Secretary

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
BELL ATLANTIC LEASING COMPANY

Bell Atlantic Leasing Company, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company") does hereby certify that the amendment to the Company's Certificate of Incorporation set forth in the following resolution approved by the Company's Board of Directors and stockholders was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

"RESOLVED, that the Certificate of Incorporation of the Company be amended by striking Article 1 in its entirety and replacing therefor: '1. The name of the corporation is Tri-Continental Leasing Corporation.'"

IN WITNESS WHEREOF, Bell Atlantic Leasing Company has caused this certificate to be signed and attested by its duly authorized officers, this 19th day of December, 1984.

BELL ATLANTIC LEASING COMPANY

By John A. Mountain  
John A. Mountain  
Chairman of the Board

ATTEST:

N. C. Brown  
N. C. Brown  
Assistant Secretary

State of Delaware

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## Office of Secretary of State

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I, GLENN C. KENTON, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ABOVE AND FOREGOING IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE OF THE COMPANIES REPRESENTED BY "THE CORPORATION TRUST COMPANY", AS IT APPLIES TO "BELL ATLANTIC LEASING COMPANY", AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 1984, AT 4:30 O'CLOCK P.M.

A handwritten signature of Glenn C. Kenton in cursive script.

Glenn C. Kenton, Secretary of State

724363084

AUTHENTICATION: 0407255

DATE: 12/28/1984