

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

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

**DRESSER CREDIT 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 **DRESSER CREDIT CORPORATION**

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

**DRESSER CREDIT 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 12, 1987** 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 **1209 Orange Street, Wilmington, Delaware 19801**

SIXTH: The address of its proposed registered office in Rhode Island is **123 Dyer 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 purchase, sell and generally deal in and with notes, commercial paper choses in action, evidences of indebtedness, conditional sales contracts security agreements or other obligations of any nature howsoever evidenced of any person, firm, corporation or other entity; to promote, finance and assist financially or otherwise any person, firm, corporation or other entity.

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED	Director	
EXHIBITS A AND B	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>
1,000	Common	-	\$ .25

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>
10	Common	-	\$ .25

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 30,000,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 90,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 40,000,000

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 \$ 75,000

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 May 12, 1987

DRESSER CREDIT CORPORATION

[Exact Corporate Name of Corporation Making Application]

By [Signature]  
Kenneth C. Rueckert, Vice-President  
and [Signature]  
Its Secretary  
Steve Barnett

STATE OF TEXAS

COUNTY OF DALLAS

} Sc.

At Dallas in said County on the 12<sup>th</sup> day  
of May 1987, before me personally appeared  
Kenneth C. Rueckert, who being by me first duly sworn, declared that  
he is the Vice President of DRESSER CREDIT CORPORATION,  
that he signed the foregoing document as such Vice President of the  
corporation, and that the statements therein contained are true.

[Signature]  
6-4-90 Notary Public

(NOTARIAL SEAL)

43274

CP65 65.00  
CHEK 65.00  
00224001

06/08/87 PAID

100 207

EXHIBIT A

DRESSER CREDIT CORPORATION  
DIRECTORS

Directors whose business address is:  
P.O. Box 718 (1600 Pacific)  
Dallas, Texas 75221

<u>Name &amp; Title</u>	<u>Street and Number</u>	<u>City, State &amp; Zip</u>	<u>Term Expires</u>
J.J. Corboy	7434 La Sobrina	Dallas, Texas 75248	3/15/88
B.D. St. John	14930 Lacehaven Circle	Dallas, Texas 75240	3/15/88
D.P. McElvain	3806 Beverly Drive	Dallas, Texas 75205	3/15/88

EXHIBIT B

DRESSER CREDIT CORPORATION  
OFFICERS

OFFICERS - BUSINESS ADDRESS:  
P.O. Box 718 (1600 Pacific)  
Dallas, Texas 75221

<u>Name &amp; Title</u>	<u>Street and Number</u>	<u>City, State &amp; Zip</u>	<u>Term Expires</u>
D.P. McElvain Chairman of Board	3806 Beverly Drive	Dallas, Texas 75205	3/15/88
J.E. Boyle President	324 Sycamore Drive	Naperville, IL 60540	3/15/88
G.G. Garrison Vice President- Administration & Assistant Treasurer	57 Redstart	Naperville, IL 60565	3/15/88
J.J. Corboy Vice President	7434 La Sobrina	Dallas, Texas 75248	3/15/88
K.C. Rueckert Vice President & Treasurer	7615 Tophill	Dallas, Texas 75248	3/15/88
P.W. Willey Assistant Treasurer	3912 Greenbrier Drive	Dallas, Texas 75225	3/15/88
S.G. Barnett Secretary	4339 Potomac Avenue	Dallas, Texas 75205	3/15/88
R.R. Morris Assistant Secretary	1718 Fourteenth Street	Plano, Texas 75074	3/15/88

# State of Delaware

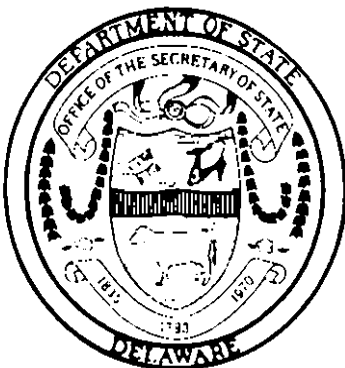
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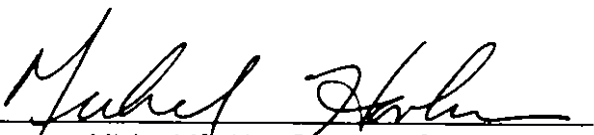
## Office of Secretary of State

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 INCORPORATION OF DRESSER CREDIT CORPORATION FILED IN THIS OFFICE ON THE TWELFTH DAY OF JANUARY, A.D. 1987, AT 4 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11240767

DATE: 05/19/1987