

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

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

CITICORP USA, INC.

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
CITICORP USA, INC.

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

(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 July 11, 1989 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 c/o The Corporation Trust Company, 1209 Orange St., Wilmington, DE 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

Making or acquiring for its own or for the account
of others commercial loans and leasing personal or
real property or acting as agent, broker, or advisor
in leasing such property and servicing such leases.

Rec'd & Filed

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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 RIDER
	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		\$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		\$1.00

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000.00

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 \$ 0.00

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 April 5, 1991

Citicorp USA, Inc.

[Exact Corporate Name of Corporation Making Application]

By

Kenneth F. Fagan
Its Vice President

and

[Signature]
Its Asst. Secretary

STATE OF

New York

COUNTY OF

New York

} Sc.

At 641 Lexington Avenue in said County on the 8th day
of April 1991, before me personally appeared
Kenneth F. Fagan, who being by me first duly sworn, declared that
he is the Vice President of Citicorp USA, Inc.,
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

Patricia Ekman

Notary Public

(NOTARIAL SEAL)

PATRICIA EKMAN
Notary Public, State of New York
No. 41-4763080
Qualified in Queens County
Commission Expires August 31, 1992

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DIRECTOR/OFFICER
CITICORP USA, INC.

NAME	TITLE	BUSINESS
James Robert A.C. Clement*	Chairman	399 Park Avenue New York, NY 10043
David G. McCollum*	President	399 Park Avenue New York, NY 10043
Theodore Bajo*	Vice Pres. & Asst. Sec.	399 Park Avenue New York, NY 10043
Kenneth F. Fagan	Vice Pres. Asst. Sec.	399 Park Avenue New York, NY 10043
Gary J. Groot	Vice Pres. & Asst. Sec.	641 Lesington Ave. New York, NY 10043
Kenneth S. Cohen	Secretary	399 Park Avenue New York, NY 10043
Vito Calia	Vice President	850 Third Ave. New York, NY 10043
Noel Harwerth	Vice President	399 Park Avenue New York, NY 10043
William T. Maher	Vice Pres. & Treasurer	55 Water Street New York, NY 10043

**DIRECTOR/OFFICER
CITICORP USA, INC.**

NAME	TITLE	BUSINESS
Patricia Ekman	Asst. Sec.	641 Lexington Ave. New York, NY 10043
Ellen Hefferan	Asst. Sec.	641 Lexington Ave. New York, NY 10043
Joyce Galise	Asst. Sec. & Asst. Treas.	850 Third Avenue New York, NY 10043

State of Delaware

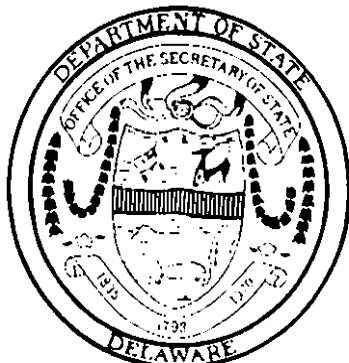
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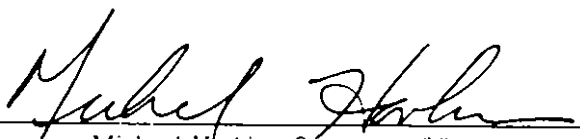
Office of Secretary of State

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 AMENDMENT OF CITICORP MERGERS &
ACQUISITIONS, INC. FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY
OF MARCH, A.D. 1991, AT 3:30 O'CLOCK P.M.

* * * * *



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Michael Harkins, Secretary of State

AUTHENTICATION:

*3018105

DATE:

04/15/1991