Filing fee: $75.00

39492

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

ALCATEL FRIDEN LEASING, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on APRIL 26, , 19 90, authorizing it to transact business in Rhode Island under the name of ALCATEL FRIDEN LEASING, INC.

SECOND: The corporate name of the corporation has been changed to
NEOPOST LEASING, INC.
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is
NEOPOST LEASING, INC.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: "NO CHANGE"
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
(see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000,000	COMMON		WITHOUT PAR VALUE

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is $31,000,000

(B): An estimate of the value of its property to be located within Rhode Island during such year is $100,000

(C): An estimate of the gross amount of business to be transacted by it during such year is $ 30,000,000

(D): 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 $ 100,000

Dated SEPTEMBER 17, 19 93 NEOPOST LEASING, INC.

By Jean C. Weber

Its Vice President

and

STEPHEN M. DICKESON VICE PRESIDENT, FINANCE AND Its CORP. Secretary

STATE OF CALIFORNIA
COUNTY OF ALAMEDA } Sc.

At HAYWARD, CALIFORNIA in said County on the 17th day of SEPTEMBER 19 93, before me personally appeared STEPHEN M. DICKESON, who being by me first duly sworn, declared that he is the VICE PRESIDENT AND CORP. SECRETARY of NEOPOST LEASING, INC., that he signed the foregoing document as such VICE PRESIDENT AND CORP. SECRETARY of the corporation, and that the statements therein contained are true.

Marissa Albaniel
Notary Public

(NOTARIAL SEAL)

MARISSA ALBANIEL
COMM. #957810
Notary Public-California
ALAMEDA COUNTY
My comm. expires FEB 27,1996

FILED
DEC 30 1993
S/-93#9-
11372

State of California
OFFICE OF THE SECRETARY OF STATE

I, MARCH FONG EU, *Secretary of State of the State of California, hereby certify:*

That on the 16th *day of* October *, 19* 92 *,*

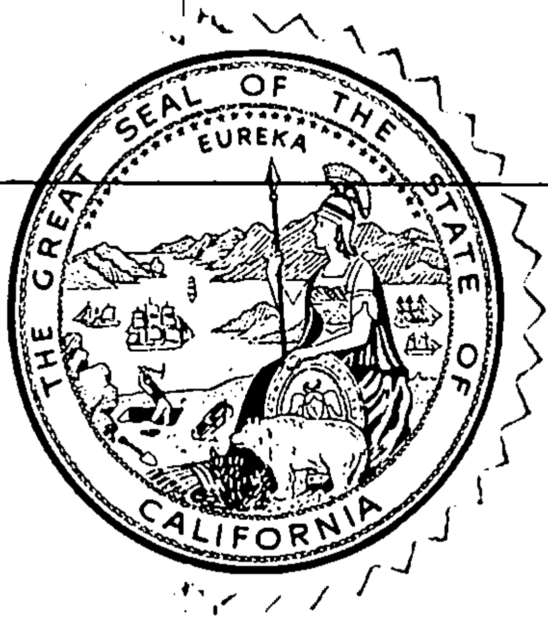
there was filed in this office a Certificate of Amendment

whereby Article I

of the Articles of Incorporation of ALCATEL FRIDEN LEASING, INC.

a California corporation, was amended to set forth a change of corporate name

to NEOPOST LEASING, INC.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 1st day of December, 1993

March Fong Eu

Secretary of State

SEC/STATE FORM CE-108 (1-75)

im

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A424012

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

OCT 16 1992

MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
ALCATEL FRIDEN LEASING, INC.

We, Neil D. Mahlstedt, President of the Corporation and acting Chairman of the Board, and Stephen M. Dickeson, Vice President-Finance and Corporate Secretary of Alcatel Friden Leasing, Inc., a corporation duly organized and existing under the laws of the State of California, do hereby certify that:

1. Article I of the Articles of Incorporation of said Corporation is amended to read as follows:

   "The name of this corporation is Neopost Leasing, Inc."

2. The foregoing amendment of the Articles of Incorporation of said Corporation has been duly approved by the Board of Directors of said Corporation.

3. The amendment herein set forth has been duly approved by the required vote of shareholders of said Corporation in accordance with Section 902 of the California Corporations Code. This corporation has one class of shares of stock; and the number outstanding of shares of stock is twenty-five thousand (25,000). The number of shares of stock voting in favor of the amendment exceeded the vote required for approval. The percentage vote required for approval of the amendment herein set forth was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: July 24, 1992

Corporation #: 1292356

Neil D Mw

Neil D. Mahlstedt
President

Stephen M. Dickeson
Vice President-Finance and
Corporate Secretary

C:57

FRIDEN neopost

Corporate Headquarters
30955 Huntwood Avenue
Hayward, CA 94544-7084
Tel.: (510) 489-6800
Fax: (510) 489-4367

OFFICERS AND DIRECTORS OF NEOPOST LEASING, INC.

OFFICERS	HOME ADDRESS	DATE TAKING OFFICE
Neil D. Mahlstedt* President	944 Shoreline Road LBS Barrington, IL 60010	08-14-91
Stephen M. Dickeson* Vice President, Finance and Corporate Secretary	4425 Greens Court Livermore, CA 94550	07-20-92
DIRECTORS	**HOME ADDRESS**	
Neil D. Mahlstedt *	944 Shoreline Road Barrington, IL 60010	08-14-91
Stephen M. Dickeson *	4425 Greens Court Livermore, CA 94550	07-20-92
NEOPOST, SA -represented by Mr. Christian Sarcy **	113, rue Jean Marin Naudin 92220, Bagneux, France	04-02-92
Fonds-Partenaire Gestion - represented by Mr. Eric Licoys **	113, rue Jean Marin Naudin 92220, Bagneux, France	04-02-92

*All officers are at 30955 Huntwood Avenue, Hayward, CA 94544
**Directors located as indicated

(TAX:17/2)
(09/16/93)