

F980000006785

Lord Securities Corporation

Two Wall Street
New York, NY 10005

100002818711--3

-03/25/99--01081--018

*****35.00 *****35.00

FILED

99 MAR 25 PM 2:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Statement correcting
the original incorporation
date.

Sp 3/25/99

Statement of Correction for a
General Business or Nonprofit Corporation

(1) The name of the corporation is: AESOP Leasing Corp. II

(2) The state/country under whose laws it was organized is: Delaware

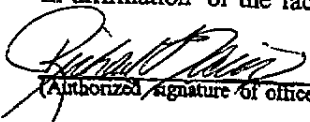
(3) Type of document being corrected (or filed copy attached): Application for
Authority to do business

(4) The error is corrected as follows: The correct date of incorporation
is July 30, 1997

(5) The reason for such correction is: I incorrectly wrote the
date as July 13, 1997 on the original
Application to do business

FILED
99 MAR 25 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In affirmation of the facts stated above,


(Authorized signature of officer or chairman of the board)

RICHARD L. TAIANO
VICE PRESIDENT

(Title)

3-16-99
(Date of Signature)