

Boeing Capital Corporation  
3780 Kilroy Airport Way  
Suite 750  
Long Beach, CA 90806

P10227

July 3, 2001  
DDL01.133.LTR  
VIA US Mail



LEGAL DEPARTMENT  
(562) 997-3335 FAX  
Direct Dial:  
(562) 997-3325

State of Florida  
Secretary of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000004474510--7  
-07/13/01--01056--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Name Change

To the Corporate Filing Division:

This letter hereby notifies you that MDFC Equipment Leasing Corporation has changed its name to BCC Equipment Leasing Corporation and said corporation is qualified to do business in Florida.

Therefore, we are enclosing an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a certified copy of the amendment evidencing the name change and a check for \$35.00 to cover the filing fee which are your requirements for filing a name change.

Please notify us when the change has taken place at the address below:

Boeing Capital Corporation  
3780 Kilroy Airport Way, Suite 750  
Long Beach, CA 90806  
Attn: Legal Department  
562-997-3325

Thank you.

Best regards,

Dely De Leon  
Legal Assistant

FILED  
01 JUL 13 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN JUL 16 2001

E-mail: dely.deleon@boeing.com

N/C

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

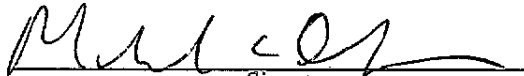
FILED  
01 JUL 13 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. MDFC Equipment Leasing Corporation  
Name of corporation as it appears on the records of the Department of State.

2. Delaware 3. May 27, 1986  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? June 8, 2001
5. BCC Equipment Leasing Corporation  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- N/A  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- N/A  
New Jurisdiction

  
Signature

July 3, 2001  
Date

Michael C. Draffin  
Typed or printed name

Vice President  
Title

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, 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 "MDFC EQUIPMENT LEASING CORPORATION", CHANGING ITS NAME FROM "MDFC EQUIPMENT LEASING CORPORATION" TO "BCC EQUIPMENT LEASING CORPORATION", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2001, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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010278019

AUTHENTICATION: 1180983

DATE: 06-11-01

**FIRST AMENDMENT  
of the  
CERTIFICATE of INCORPORATION**

**FIRST:** That in accordance with Section 141 (f) of the General Corporation Law of the State of Delaware ("DGCL"), the Board of Directors of **MDFC Equipment Leasing Corporation**, by unanimous written consent duly adopted resolution setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the first sentence of Section 1 so that, as amended, said sentence shall be and read as follows:

"The name of the corporation is BCC Equipment Leasing Corporation."

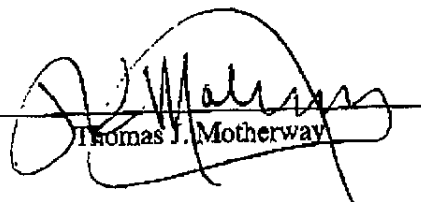
**SECOND:** That thereafter, pursuant to the resolution of its Board of Directors, the stockholders of said corporation by unanimous written consent pursuant to Section 228 of the DGCL adopted the amendment to the Certificate of Incorporation.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, the undersigned has caused this certificate to be signed by Thomas J. Motherway, an Authorized Officer, this 31 day of January, 2001.

BY:

  
Thomas J. Motherway