

 JPMorganChase
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J.P. Morgan Chase & Co.
Legal Department
One Chase Square (CS-5)
Rochester, New York 14643

Margaret E. Garrity
Paralegal/Assistant Treasurer
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September 17, 2001

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

400004602294--9
-09/20/01--01040--016
*****35.00 *****35.00

Re: **J.P. Morgan Leasing Inc.**
f/k/a Chase Equipment Leasing, Inc.

Dear Sir or Madam:

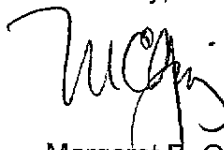
On behalf of the above-referenced New York corporation that is qualified to do business in your state, enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, together with New York State Department of State Subsisting Certificate (dated September 11, 2001) and the corporation's check payable to Florida Department of State in the amount of \$35.00 in payment of the applicable filing fee.

Please file this Amendment, time-stamp the enclosed copy with the date filed, and return it to the undersigned in the enclosed return envelope provided for your convenience.

Please contact the undersigned if there are any questions regarding this filing.

Thank you.

Sincerely,



Margaret E. Garrity
Paralegal/Assistant Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2001 OCT - 1 AM 11:29

Name Change
NFS 10-2-2001

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
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2001 OCT -1 AM 11:29

1. Chase Equipment Leasing, Inc.
Name of corporation as it appears on the records of the Department of State.
2. New York State 3. February 5, 1974
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? May 25, 2001


5. J.P. Morgan Leasing, Inc.
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

Margaret E. Garrity
Typed or printed name

September 27, 2001
Date

Assistant Secretary
Title

**State of New York
Department of State**

} ss:

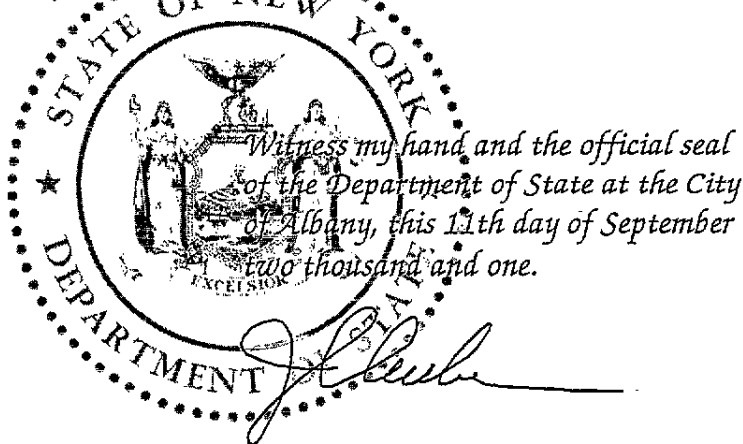
I hereby certify, that the Certificate of Incorporation of J.P. MORGAN LEASING INC. was filed on 10/30/1964, under the name of LINCOLN LEASE/WAY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment LINCOLN LEASE/WAY, INC., changing its name to CHASE LINCOLN LEASE/WAY, INC., was filed 05/20/1985.

A Certificate of Amendment CHASE LINCOLN LEASE/WAY, INC., changing its name to CHASE EQUIPMENT LEASING, INC., was filed 12/01/1992.

A Certificate of Amendment CHASE EQUIPMENT LEASING, INC., changing its name to J.P. MORGAN LEASING, INC., was filed 05/25/2001.

A Certificate of Amendment J.P. MORGAN LEASING, INC., changing its name to J.P. MORGAN LEASING INC., was filed 08/10/2001.



Special Deputy Secretary of State

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