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

Margaret E. Garrity  
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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.

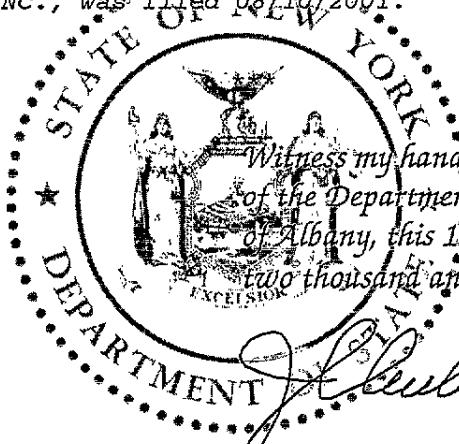
A Certificate of Amendment LINCOLN LEASE/WAY, INC., changing its name to CHASE LINCOLN LEASE/WAY, INC., was filed 05/20/1985.

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.

STATE OF NEW YORK  
DEPARTMENT OF STATE  
Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 11th day of September  
two thousand and one.



*J. Leub*

Special Deputy Secretary of State

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