

2



831772

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

Margaret E. Garrity  
Paralegal/Assistant Treasurer  
Tel: 716-258-5814  
Fax: 716-258-6458  
Email: [Margaret.E.Garrity@Chase.com](mailto:Margaret.E.Garrity@Chase.com)

September 27, 2001

Personal & Confidential  
Attn.: Louise Jackson

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

700004618597--4  
-10/01/01--01006--021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

Dear Ms. Jackson:

Per our telephone conversation yesterday, enclosed on behalf of the above-referenced New York corporation that is qualified to do business in your state please find the following:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with respect to name change from Chase Equipment Leasing, Inc. to J.P. Morgan Leasing, Inc. on May 25, 2001; and
2. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida with respect to name change from J.P. Morgan Leasing, Inc. to J.P. Morgan Leasing Inc. on August 10, 2001, together with the corporation's check payable to Florida Department of State in the amount of \$35.00 in payment of the applicable filing fee.

You are holding the September 11, 2001 New York State Department of State Subsisting Certificate and the corporation's check payable to Florida Department of State in the amount of \$35.00 in payment of the filing fee for #1 above, which I mailed to the State on September 17, 2001.

Please file these two amendments in chronological order, time-stamp the enclosed copies with the date filed, and return them 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 11:31

Name Change  
LA



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.

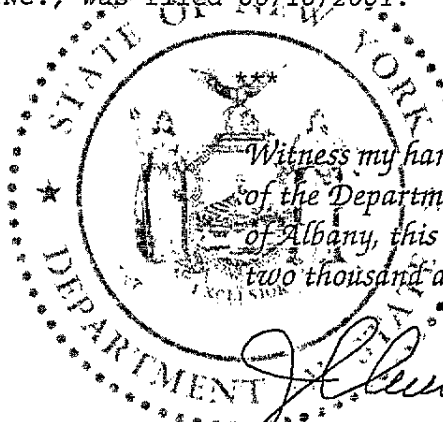
A Certificate of Amendment LINCOLN LEASE/WAY, INC., changing its name to CHASE LINCOLN LEASE/WAY, INC., was filed 05/20/1985.

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.

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