

F95000001745

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 6/9

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-06/09/00--01046--019
*****35.00 *****35.00

Corporation(s) Name

Newcourt Financial USA Inc.
changing name to
CIT Financial USA, Inc.

- | | | |
|---------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Withdrawal | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> UBR | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Ch. RA |
| <input type="checkbox"/> UCC <input type="checkbox"/> 1 or <input type="checkbox"/> 3 | | |

***Special Instructions**

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| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> arts/ameds/mergers <input type="checkbox"/> Other-See Above | | |
| <input checked="" type="checkbox"/> Walk in | <input checked="" type="checkbox"/> Pick-up | <input type="checkbox"/> Will Wait |

Please Return Filed Stamped
Copies To:

Carol Clark

Thank You!

N.C.
JUN 09 2000
CC

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
JUN -9 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Newcourt Financial USA Inc.
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 11, 1995

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 31, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

CIT Financial USA, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

R. J. McCarthy

Signature
Name and Title

Robert J. McCarthy, Secretary

MAY 15, 2000

Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NEWCOURT FINANCIAL USA INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CIT FINANCIAL USA, INC.", THE THIRTY-FIRST DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

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001279722

AUTHENTICATION:

0473869

DATE:

06-02-00