

FILED
Jun 27, 2001 8:00 am
Secretary of State

05-23-2001 91186 050 ****50.00
06-27-2001 90004 039 ***100.00

2001 UNIFORM BUSINESS REPORT (UBR)

DOCUMENT # F95000002514
1. Entity Name
UNIONBANCAL LEASING CORPORATION

Principal Place of Business: 445 S. FIGUEROA ST, 16TH FLOOR, LOS ANGELES, CA 90071
Mailing Address: 125 SUMMER ST, BOSTON MA 02107

2. Principal Place of Business: Suits, Apt. #, etc. City & State Zip Country
3. Mailing Address: Suits, Apt. #, etc. City & State Zip Country

4. FEI Number: 95-2760437 Applied For: Not Applicable

5. Certificate of Status Desired \$5.00 Additional Fee Required

DO NOT WRITE IN THIS SPACE

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6. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION, FL 33324

7. Name and Address of New Registered Agent: Name, Street Address (P.O. Box Number is Not Acceptable), City, State (FL), Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

FILE NOW!!! FEE IS \$50.00
Make Check Payable to Department of State

9. MANAGING MEMBERS/MANAGERS		10. ADDITIONS/CHANGES	
TITLE: DIRECTOR/PRES NAME: LANCE B. MARKOWITZ STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CA 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VICE PRESIDENT NAME: DAVID A. ANDERSON STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CA 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VICE PRESIDENT NAME: JAMES F. NESE STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CA 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VICE PRESIDENT NAME: MELISA WILSON STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CA 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VICE PRESIDENT NAME: LINH NGUYEN STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CAS 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE: VICE PRESIDENT NAME: KRISTIN FRIEDMAN STREET ADDRESS: 445 S. FIGUEROA ST 16TH FLOOR CITY - ST - ZIP: LOS ANGELES CA 90071	<input type="checkbox"/> Delete	TITLE: NAME: STREET ADDRESS: CITY - ST - ZIP:	<input type="checkbox"/> Change <input type="checkbox"/> Addition

CR2E083 (1/00)

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE: Linh Nguyen - LINH NGUYEN 5/2/01 213-2366439
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date Daytime Phone #

Attachment Doc # F95000002514

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**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
TO CORPORATE ACTION**

The undersigned being all of the members of the Board of Directors of UNIONBANCAL LEASING CORPORATION (the "Corporation"), by this writing, hereby approve the following resolutions and consent to their adoption:

RESOLVED that the resignation of Hirotsugu Hayashi as Director of this Corporation be, and the same hereby is, accepted;

FURTHER RESOLVED that, effective January 16, 2001, Akifumi Tamagawa be, and he hereby is, elected as Director of this Corporation to fill the unexpired term of Hirotsugu Hayashi, to serve until the next annual meeting of this Corporation or until his successor is elected; and

FURTHER RESOLVED that with the actions approved herein, the following are the Directors and Officers of this Corporation:

Directors

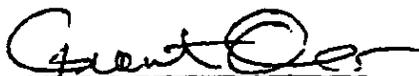
Grant K. Ahearn
Yoichi Kondo
Jeff A. Kreager
Lance B. Markowitz
David I. Matson
Akifumi Tamagawa

Officers

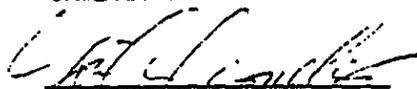
President	Lance B. Markowitz
Chief Financial Officer	David A. Anderson
Vice President & Asst. Treasurer	Kristin Friedman
Vice President & Asst. Treasurer	Linh Nguyen
Vice President	Hiroshi Shibata
Vice President	Barbara Kosnar
Vice President	James F. Nese
Vice President	Melisa L Wilson
Secretary	Joni S. LeSage
Assistant Secretary	William A. Moore, Jr.

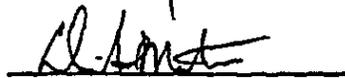
This consent is issued pursuant to Subdivision (b) of Section 307 of the California Corporations Code and is to be filed with the Minutes of Board proceedings.

Dated: January 16, 2001


Grant K. Ahearn


Lance B. Markowitz


Yoichi Kondo


David I. Matson


Jeff A. Kreager