

**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)

<b>DOCUMENT # F95000002514</b>					
1. Entity Name <b>UNIONBANCAL LEASING CORPORATION</b>					
Principal Place of Business <b>445 S. FIGUEROA ST 16TH FLOOR LOS ANGELES, CA 90071</b>			Mailing Address <b>125 SUMMER ST BOSTON MA 02107</b>		
2. Principal Place of Business			3. Mailing Address		
Suits, Apt. #, etc.			Suits, Apt. #, etc.		
City & State			City & State		
Zip	Country	Zip	Country	4. FEI Number <b>95-2760437</b>	
				Applied For Not Applicable	
				5. Certificate of Status Desired <input type="checkbox"/> <b>\$5.00 Additional Fee Required</b>	
6. Name and Address of Current Registered Agent			7. Name and Address of New Registered Agent		
<b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION, FL 33324</b>			Name		
			Street Address (P.O. Box Number is Not Acceptable)		
			City	<b>FL</b>	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 _____					
<b>FILE NOW!!! FEE IS \$50.00</b> <b>Make Check Payable to Department of State</b>					
9. MANAGING MEMBERS/MANAGERS			10. ADDITIONS/CHANGES		
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>DIRECTOR/PRES</b> <b>LANCE B. MARKOWITZ</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CA 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>VICE PRESIDENT</b> <b>DAVID A. ANDERSON</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CA 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>VICE PRESIDENT</b> <b>JAMES F. NESE</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CA 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>VICE PRESIDENT</b> <b>MELISA WILSON</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CA 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>VICE PRESIDENT</b> <b>LINH NGUYEN</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CAS 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<b>VICE PRESIDENT</b> <b>KRISTIN FRIEDMAN</b> <b>445 S. FIGUEROA ST 16TH FLOOR</b> <b>LOS ANGELES CA 90071</b>		TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
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.					
<b>SIGNATURE:</b> <i>Linh Nguyen</i> <b>LINH NGUYEN</b> 5/2/01 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE Date 213-2366439 Daytime Phone #					

Attachment Doc # F95000002514

772562

**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

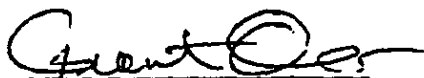
Grant K. Ahearn  
Yoichi Kondo  
Jeff A. Kreager  
Lance B. Markowitz  
David I. Matson  
Akifumi Tamagawa

Officers

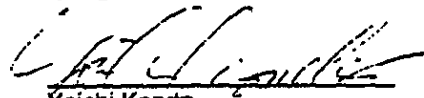
President	Lance B. Markowitz
Chief Financial Officer	David A. Anderson
Vice President & Asst. Treasurer	Kristin Friedman
Vice President & Asst. Treasurer	Linh Nguyen
Vice President	Hiroshi Shibata
Vice President	Barbara Kosnar
Vice President	James F. Nese
Vice President	Melisa L. Wilson
Secretary	Joni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

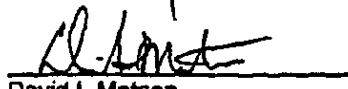
This consent is issued pursuant to Subdivision (b) of Section 307 of the California Corporations Code and is to be filed with the Minutes of Board proceedings.

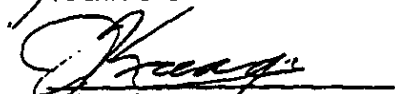
Dated: January 16, 2001

  
Grant K. Ahearn

  
Lance B. Markowitz

  
Yoichi Kondo

  
David I. Matson

  
Jeff A. Kreager