

P21403

Document Number Only

CT Corporation System
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Tallahassee, FL 32301
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Attn: Jeff Netherton

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-02/11/99--01050--007
*****35.00 *****35.00

CORPORATION(S) NAME

Newcourt Technologies, Inc.
Changing To: Newcourt Technologies Corporation

<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/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

02/11/99

RECEIVED
99 FEB 11 AM 11:41
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
N.C.
2-11-99
CC

FILED
99 FEB 11 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
99 FEB 11 PM 5:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Newcourt Technologies, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Michigan
3. Date authorized to do business in Florida: October 21, 1988

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?

December 31, 1998

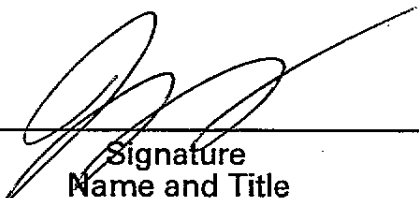
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Newcourt Technologies Corporation

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.

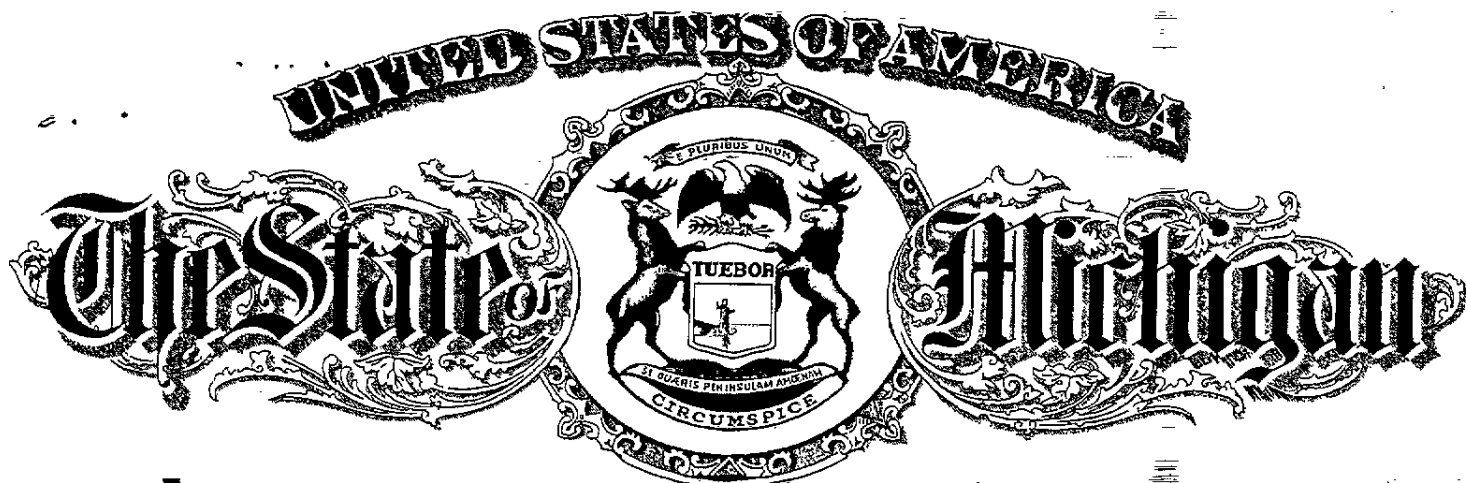


Signature
Name and Title

John Stevenson, Assistant Secretary

JANUARY 29, 1999

Date



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

AT & T SYSTEMS LEASING CORPORATION was incorporated as a Michigan profit corporation on August 13, 1987.

I FURTHER CERTIFY that a Certificate of Merger was filed on December 11, 1998, effective December 31, 1998, merging, AT & T CAPITAL SERVICES CORPORATION, a Delaware corporation qualified in Michigan on August 8, 1974, and CRA, INC., an Arizona corporation qualified in Michigan on January 31, 1995, and AT & T SYSTEMS LEASING CORPORATION, a Michigan corporation the surviving corporation, whose name was changed to NEWCOURT TECHNOLOGIES, INC., as a result of the merger.

AND I FURTHER CERTIFY that a Certificate of Correction was filed on January 28, 1999, with an effective date of December 11, 1998, correcting the name of the corporation in the Certificate of Merger/Consolidation filed December 11, 1998, to NEWCOURT TECHNOLOGIES CORPORATION.

This certificate is in due form, and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1st day of February, 1999.

Julie Croll, Director
Corporation, Securities and Land Development Bureau