



U.S. Bank Place
601 Second Avenue South
Minneapolis, MN 55402-4302

P35159

May 24, 2001

FILED
01 May 30 AM 8:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: Application for Amendment to Application for Authorization to Transact
Business in Florida

000004334020--7
-05/30/01--01040--005
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing is the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for U.S. Bancorp Leasing & Financial showing its name change to U.S. Bancorp Equipment Finance, Inc. U.S. Bancorp Equipment Finance, Inc., an Oregon corporation, is a wholly-owned subsidiary of U.S. Bank National Association, a national banking association, which is a wholly-owned subsidiary of U.S. Bancorp, a Delaware corporation and bank holding company. Also enclosed is a Certificate issued by the Oregon Secretary of State attesting to the company's name change, a letter issued by the Florida Department of Banking and Finance authorizing use of the name, and a check in the amount of \$35.00 which represents the applicable filing fee for this application.

Please forward evidence of this filing to: U.S. Bancorp, Attn: Lisa Bessler, 601 Second Ave. S., MPFP2804, Minneapolis, MN 55402. A business reply envelope is enclosed for your convenience. Please call me at 612/973-1415 if you have any questions. Thank you for your assistance.

Sincerely,

NK
6-6-01
MB

Lisa M. Bessler

Enclosures
lmb

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

Name of corporation as it appears on the records of the Department of State.

Date authorized to do business in Florida

(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 14, 2001

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

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

New Duration

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

New Jurisdiction

Signature

Date _____

Typed or printed name

Title

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CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

U.S. BANCORP LEASING & FINANCIAL

was filed under the Oregon

Business Corporation Act

on October 14, 1971

Articles of Amendment

were filed on May 14, 2001

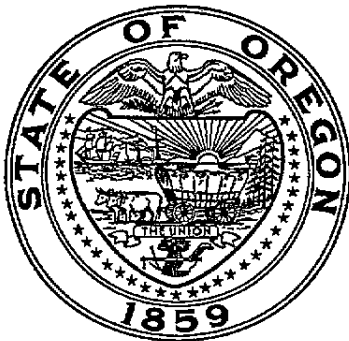
changing the name to

U.S. BANCORP EQUIPMENT FINANCE, INC.

I further certify that

U.S. BANCORP EQUIPMENT FINANCE, INC.

is active on the records of the Corporation Division as of the date of this certificate.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Oregon.

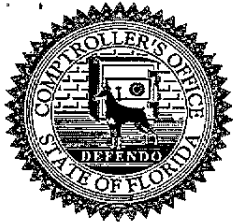
BILL BRADBURY, Secretary of State

By

Debra L. Virag

Debra L. Virag

May 16, 2001



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

May 8, 2001

Lisa M. Bessler
USBancorp.
US Bank National Association
601 Second Avenue South
Minneapolis, MN 55402-4302

Dear Ms. Bessler:

Re: "U.S. Bancorp Equipment Finance, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced corporate name which will be a wholly-owned subsidiary of U.S. Bank National Association.

As Section 655.922(2), Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank", "banker", "banking", "trust company", "savings and loan association", "savings bank", or "credit union" in its corporate name, the Division of Banking will not object to the use of the above corporate name being registered to transact business as a foreign corporation in the state of Florida.

Sincerely,

Alex Heger
Director

:kr

cc: Karon Beyer, Chief, Bureau of Corporate Records,
Division of Corporations, Secretary of State's Office