

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

TRANSERVICE LEASE CORP.

I, FRANCES JONES MILLS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

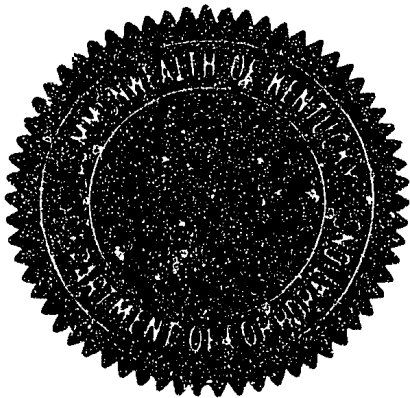
TRANSERVICE LEASE CORP.

WILMINGTON, DELAWARE 1981

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

TRANSERVICE LEASE CORP.



SECRETARY OF STATE

Witness my official signature and seal of office this 17TH
day of MAY, 19 82 at Frankfort, Kentucky.

Frances Jones Mills
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

HELENA L. STOVALL
Secretary



FRANKFORT, KENTUCKY
SECRETARY OF STATE

RECEIVED

MAY 17 1982

MAY 17 1982

APPLICATION FOR

CERTIFICATE OF AUTHORITY Commonwealth of Kentucky

\$35.

253185

James J. Hill
SECRETARY OF STATE

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation TRANSERVICE LEASE CORP.
- Second: The name to be used in the state of Kentucky TRANSERVICE LEASE CORP.
- Third: State or country of incorporation Delaware
- Fourth: Date of incorporation March 25, 1969
and duration of incorporation Perpetual
- Fifth: Address of principal office in the state or country of incorporation
100 West Tenth Street, Wilmington, Delaware 19801
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address
C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
Buying, selling, owning, leasing, maintaining, pledging,
operating and generally dealing in and with trucks, cars,
motor vehicles, machines, equipment, computers, appliances,
parts and all materials and supplies of any kind connected
with or a part thereof.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
See attached rider		

See attached rider

TRANSERVICE LEASE CORP.

OFFICERS AND DIRECTORS

* * * * *

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
P. Marsh	Chairman, Chief Executive Officer & Director	211 Albon Road Hewlett Harbor, NY 11557
H. Marsh	President & Director	39 Hawthorne Way Hartsdale, NY 10530
D. Goodman	Executive Vice-President	1872 Elizabeth Court Merrick, NY 11566
L. Jampol	Vice-President, Treasurer & Director	90 Fern Drive Roslyn, NY 11576
P. Thorkelson	Vice-President, Secretary & Director	1038 Galloping Hill Rd. Fairfield, CT 06430
D. J. Payne	Director	11 Winding Lane Westport, CT 06880
H. K. Robinson	Director	4 Old Farm Lane Old Greenwich, CT 06870
A. Tolan	Director	500 Half Mile Road Southport, CT 06490



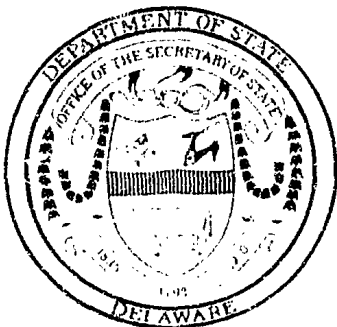
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Incorporation

filed in this office on March 25, 1969



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Tow*

DATE: May 7, 1982

CERTIFICATE OF INCORPORATION
OF
TRANSERVICE LEASE CORP.

* * * * *

FIRST. The name of the corporation is
TRANSERVICE LEASE CORP.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

Buying, selling, owning, leasing, maintaining, pledging, operating and generally dealing in and with trucks, cars, motor vehicles, machines, equipment, computers, appliances, parts and all materials and supplies of any kind connected with or a part thereof.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation law of Delaware.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer

or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof

to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this certificate of incorporation together with any powers incidental

thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

The business and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the business and purposes specified in each of the foregoing clauses of this article shall be regarded as independent business and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is one hundred fifty thousand (150,000) of which stock seventy-five thousand (75,000) shares of the par value of One Dollar (\$1.00), each, amounting in the aggregate to Seventy-five Thousand Dollars (\$75,000.00), shall be Class A Common stock and of which seventy-five thousand (75,000) shares of the par value of One Dollar (\$1.00) each, amounting in the aggregate to Seventy-five Thousand Dollars (\$75,000.00), shall be Class B Common stock.

The designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof are as follows:

The Class A Common stock and the Class B Common stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except as herein after expressly provided.

The holders of the Class A Common stock and the Class B Common stock shall be entitled to dividends, when,

as and if declared by the board of directors of the corporation, payable at such time or times as the board of directors may determine and any dividend declared by the board of directors shall be declared and paid upon the outstanding shares of the Class A Common stock and the Class B Common stock in equal amounts per share and without preference or priority of one class of stock over the other.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all assets and funds of the corporation available for distribution to its stockholders shall be distributed and paid over to the holders of the Class A Common stock and the Class B Common stock in equal amounts per share and without preference or priority of one class of stock over the other.

The holders of the Class A Common stock and the Class B Common stock shall have equal voting power, except that the holders of the Class A Common stock shall elect four (4) members of the board of directors exclusively, and the holders of the Class B Common stock shall have the exclusive right to elect four (4) members of the board of directors. The holders of the Class A Common stock and the Class B Common stock shall vote separately and as a class in the election of directors only.

A majority of the stockholders of each class shall be entitled to fill any vacancy in the board of directors and may remove any or all of the directors, which shall have been elected by that class.

FIFTH. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
B. J. Consono	100 West Tenth Street Wilmington, Delaware
F. J. Obara, Jr.	100 West Tenth Street Wilmington, Delaware
A. D. Grier	100 West Tenth Street Wilmington, Delaware

SIXTH. The corporation is to have perpetual existence.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute,

or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of

stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH. Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

TENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinafore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the

State of Delaware, do make this certificate, hereby declar-
ing and certifying that this is our act and deed and the
facts herein stated are true, and accordingly have hereunto
set our hands this 25th day of March , 1969.

[Handwritten signatures]

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss:

BE IT REMEMBERED that on this 25th day of
March , 1969, personally came before me, a Notary
Public for the State of Delaware, B. J. Consono,
F. J. Obara, Jr. and A. D. Grier, all of the parties to the
foregoing certificate of incorporation, known to me per-
sonally to be such, and severally acknowledged the said cer-
tificate to be the act and deed of the signers respectively
and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and
year aforesaid.

[Handwritten signature]

Notary Public



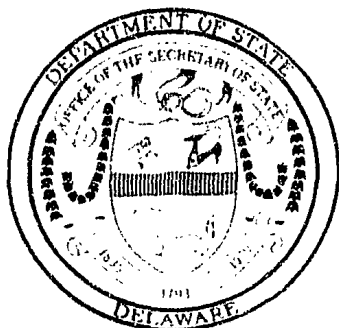


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Change of Agent and Location of Registered Office
filed in this office on January 3, 1974.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Tos*

DATE: May 7, 1982

January 3, 1974 9a.m.

CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is

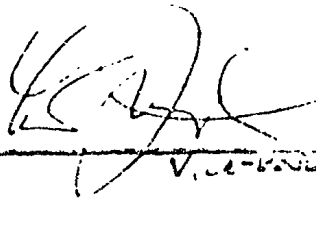
TRANSERVICE LEASE CORP.

2. The registered office of the corporation within the State of Delaware is hereby changed to 229 South State Street, City of Dover 19901, County of Kent.

3. The registered agent of the corporation within the State of Delaware is hereby changed to The Prentice-Hall Corporation System, Inc., the business office of which is identical with the registered office of the corporation as hereby changed.

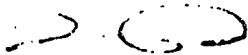
4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on December 21, 1973.



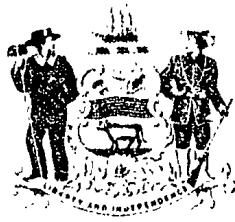
Vice-President

Attest:



Asst

Secretary



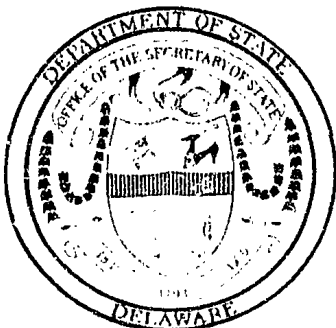
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership

filed in this office on November 8, 1976



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Zool*

DATE: May 7, 1982

CERTIFICATE OF OWNERSHIP AND MERGER

OF

C. O. LEASING CORP.
(an Ohio corporation)

AND

SERVICE LEASING CORP.
(a Texas corporation)

INTO

TRANSERVICE LEASE CORP.
(a Delaware corporation)

It is hereby certified that:

1. Transervice Lease Corp. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of C. O. Leasing Corp., which is a business corporation of the State of Ohio, and of Service Leasing Corp., which is a business corporation of the State of Texas.
3. The laws of the jurisdictions of organization of C. O. Leasing Corp. and Service Leasing Corp. each permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges C. O. Leasing Corp. and Service Leasing Corp. into the Corporation.
5. The following is a copy of the resolutions adopted by written consent on September 21, 1976 by the board of Directors of the Corporation to merge the said C. O. Leasing Corp. and the said Service Leasing Corp. into the Corporation:

"RESOLVED that an agreement of merger of C. O. Leasing Corp. into Transervice Lease Corp. do, and it hereby is, approved and adopted,
and

FURTHER RESOLVED that this Corporation, as the owner of all of the outstanding shares of C. O. Leasing Corp., a business corporation of the State of Ohio, does hereby merge C. O. Leasing Corp. into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of C. O. Leasing Corp. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by C. O. Leasing Corp. in its name, and that this Corporation assume all of the obligations of C. O. Leasing Corp.; and

FURTHER RESOLVED that this Corporation will not distribute any of its shares for the issued shares of C. O. Leasing Corp. or of itself. Upon the effective date of the merger, all of the issued shares of C. O. Leasing Corp. shall be surrendered and extinguished, and each of the issued shares of this Corporation shall continue to represent an issued share of this Corporation; and

FURTHER RESOLVED that Transervice Lease Corp. is authorized to enter into an indemnity agreement with Lester Jampol and Harold Marsh with respect to obtaining the clearances for C. O. Leasing Corp. from the State of Ohio.

FURTHER RESOLVED that this Corporation, as the owner of all of the outstanding shares of Service Leasing Corp., a business corporation of the State of Texas, does hereby merge Service Leasing Corp. into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Service Leasing Corp. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Service Leasing Corp. in its name, and that this Corporation assume all of the obligations of Service Leasing Corp.; and

FURTHER RESOLVED that this Corporation will not distribute any of its shares for the issued shares of Service Leasing Corp. or of itself. Upon the effective date of the merger, all of the issued shares of Service Leasing Corp. shall be surrendered and extinguished, and each of

the issued shares of this Corporation shall continue to represent an issued share of this Corporation; and

FURTHER RESOLVED that the proper officers of this Corporation are, and each of them is hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents prescribed by the laws of the States of Delaware, Ohio or Texas which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the mergers of C. O. Leasing Corp. and of Service Leasing Corp. into this Corporation."

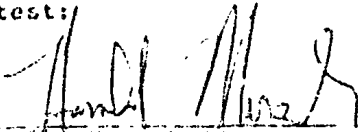
Executed on September 22, 1976.

TRANSERVICE LEASE CORP.

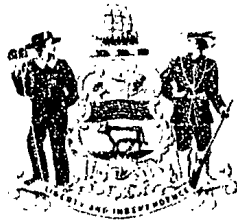
By: _____


Its Vice-President

Attest:



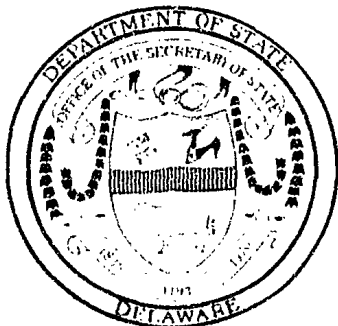
Its Secretary



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on March 9, 1977.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toon*

DATE: May 7, 1982

March 9, 1977 9a.m.

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
TRANSERVICE LEASE CORP.

It is hereby certified that:

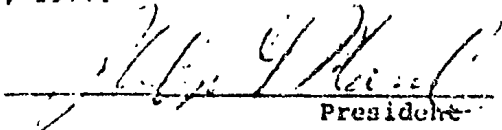
1. The name of the corporation (hereinafter called the "corporation") is TRANSERVICE LEASE CORP.

2. The certificate of incorporation of the corporation is hereby amended by deleting the penultimate paragraph of Article IV thereof and substituting in lieu thereof, the following new paragraph:

"The holders of Class A Common stock and of Class B Common stock shall have equal voting power except that the holders of the Class A Common stock shall elect two (2) members of the Board of Directors and the holders of the Class B Common stock shall elect two (2) members of the Board of Directors. The holders of the Class A Common stock and the Class B Common stock shall vote separately and as a class in the election of directors only."

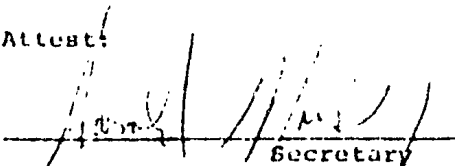
3. The amendment of the certificate of incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written consent has been given in accordance with the provisions of said Section 228 and written notice has been given as provided in said Section 228.

Signed and attested to on March 8, 1977.

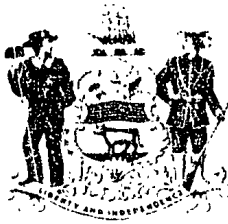


President

Attest:



Secretary

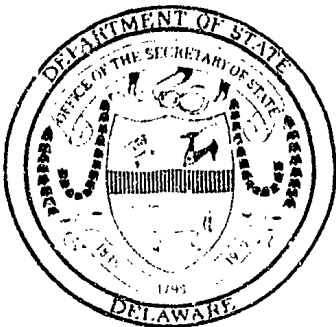


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on June 20, 1977

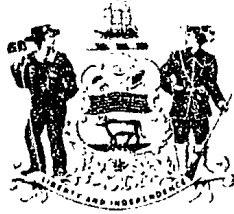


Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. To*

DATE: May 7, 1982

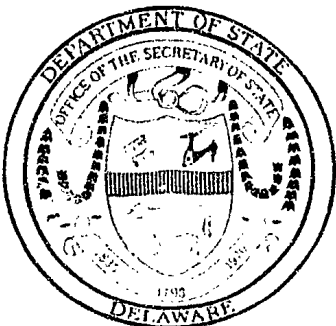


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on April 30, 1979



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. T. O. C.*

DATE: May 7, 1982

April 30, 1979 9a.m.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
TRANSERVICE LEASE CORP.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is TRANSERVICE LEASE CORP.

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting the penultimate paragraph of Article IV thereof and substituting in lieu thereof, the following paragraph:

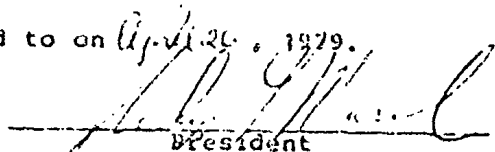
"The holders of the Class A common stock and the Class B common stock shall have equal voting power, except that the holders of the Class A Common stock shall elect six (6) members of the Board of directors exclusively, and the holders of the Class B Common stock shall have the exclusive right to elect six (6) members of the Board of directors. The holders of the Class A Common stock and the Class B Common stock shall vote separately and as a class in the election of directors only."

3. The Amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written consent has been given in accordance with the provision, of said Section 228 and written notice has been given as provided in said Section 228.

Signed and attested to on April 26, 1979.

Attest:


Secretary


President



State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Correction
filed in this office on August 9, 1979



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Z...*

DATE: May 7, 1982

August 9, 1979 9a.m.

CERTIFICATE OF CORRECTION
OF CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
TRANSERVICE LEASE CORP.

We, the undersigned officers of TRANSERVICE LEASE CORP., a Delaware corporation (the "Corporation"), hereby certify pursuant to §103(f) of the Delaware Corporation Law that:

1. The Certificate of Amendment of the Certificate of Incorporation signed and attested to on April 26, 1979 and duly filed with the Office of the Secretary of State of the State of Delaware, and submitted for recording with the Kent County Recorder of Deeds on April 13, 1979 and April 30, 1979, respectively, is not an accurate record of the corporate action therein referred to, and should be corrected as set forth below.

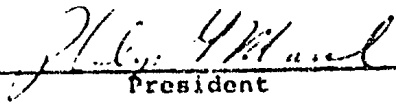
2. The inaccuracies or defects to be corrected are contained in the paragraph substituted for the penultimate paragraph of Article IV of the Certificate of Incorporation. The words "six (6)" which appear in the fourth, and seventh to eighth lines of that paragraph should be changed to read "three (3)."

3. The penultimate paragraph of Article IV as so corrected shall read as follows:

"The holders of the Class A Common stock and the Class B Common stock shall have equal voting power, except that the holders of the Class A Common stock shall elect three (3) members of the board of directors exclusively, and the holders of the Class B Common stock shall have the

exclusive right to elect three (3) members of the board of directors. The holders of the Class A Common stock and the Class B Common stock shall vote separately and as a class in the election of directors only."

Signed and attested to August 7, 1979.



President

Attest:



Assistant Secretary

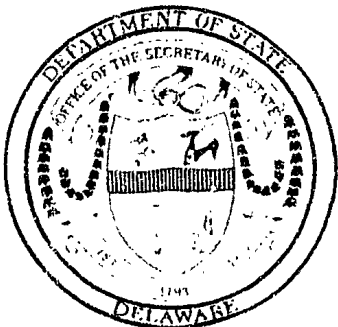


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment _____
filed in this office on November 19, 1979 _____.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: _____

M. Tooc

DATE: _____

May 7, 1982

November 19, 1979 3:45P.M.

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
TRANSERVICE LEASE CORP.

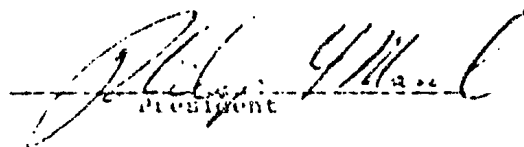
It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Transervice Lease Corp.
2. The Certificate of Incorporation of the Corporation is hereby amended by deleting the sixth and seventh paragraphs of Article Fourth thereof and substituting the following:

"The holders of the Class A common Stock and the Class B common Stock shall have equal voting power. Directors shall be elected, and any vacancy on the board of directors shall be filled, by the vote of the holders of a majority of the shares of the Corporation.

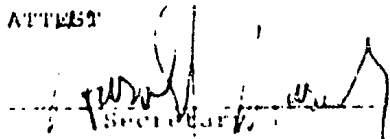
3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written consent and written notice have been given in accordance with the provisions of said Section 228.

Signed and attested to
on November 11, 1979



President

ATTEST



Secretary

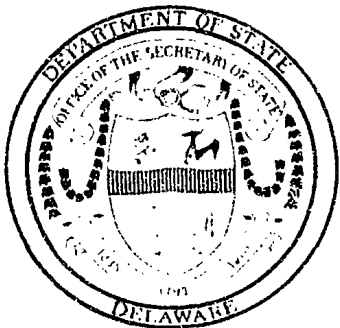


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Amendment
filed in this office on November 20, 1979



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *M. Toole*

DATE: May 7, 1982

CERTIFICATE OF AMENDMENT OF THE
CERTIFICATE OF INCORPORATION OF
TRANSERVICE LEASE CORP.

It is hereby certified that:

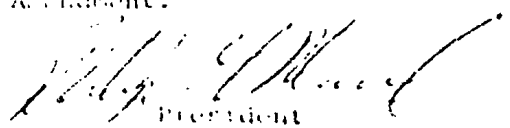
1. The name of the corporation (hereinafter called "Corporation") is TRANSERVICE LEASE CORP.

2. The Certificate of Incorporation is hereby amended by deleting Article Fourth thereof and substituting in lieu thereof the following:

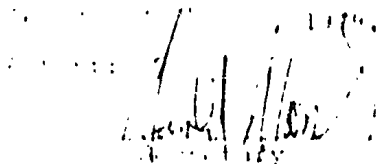
"FOURTH. The total number of shares of stock which the Corporation shall have authority to issue is seventy-five thousand (75,000) common shares of the par value of One dollar (\$1.00) each, and all of which are of the same class."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 232 of the General Corporation Law of the State of Delaware, and written consent has been given in accordance with the provisions of said Section 228 and written notice has been given as provided in said Section 228.

4. A Certificate of Reduction of Capital pursuant to Section 244(c) of the General Corporation Law of the State of Delaware is being filed with this Certificate of Amendment.


President

Witness my hand and seal of office this 29th day of November, 1979.


Secretary

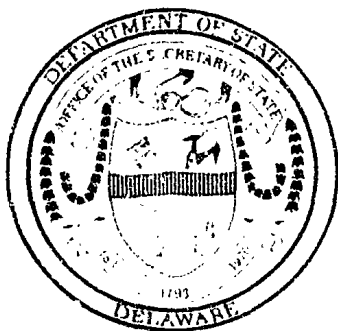


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Reduction of Capital
filed in this office on November 20, 1979



Glenn C. Kenton
Glenn C. Kenton, Secretary of State

BY: *M. Toole*

DATE: May 7, 1982

3
CERTIFICATE OF REDUCTION OF CAPITAL
OF
TRANSERVICE LEASE CORP.

It is hereby certified that:

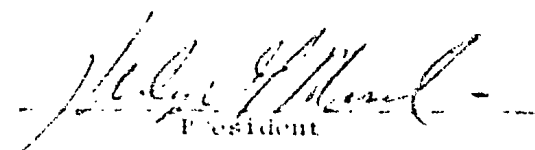
1. The name of the corporation (hereinafter called the "Corporation") is TRANSERVICE LEASE CORP.

2. The capital of the Corporation is reduced in connection with retirement of 75,000 issued shares of Class B stock of a par value of \$1.00 each, all of which are owned by the Corporation.

3. The capital of the Corporation is reduced by the amount of \$75,000.

4. The reduction of the capital of the Corporation has been effected by a resolution adopted by the Board of Directors of the Corporation.

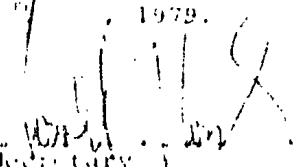
5. The assets of the Corporation remaining after the reduction of capital of the Corporation herein certified are sufficient to pay any debts of the Corporation for which payment has not otherwise been provided.


President

Dated and Attested to on

_____ 1979.

Attest:

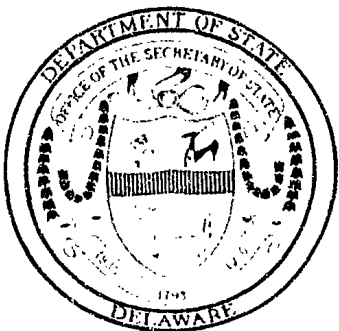

Secretary



State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Change of Agent and Location of Registered Office
filed in this office on February 26, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY:

M. Toon

DATE:

May 7, 1982

CERTIFICATE OF CHANGE
OF
REGISTERED AGENT AND REGISTERED OFFICE
OF
TRANSERVICE LEASE CORP.

* * * * *

TRANSERVICE LEASE CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

The present registered agent of the corporation is THE PRENTICE-HALL CORPORATION SYSTEM, INC., and the present registered office of the corporation is in the County of Kent.

The Board of Directors of TRANSERVICE LEASE CORP. adopted the following resolution on the 1st day of February, 1982.

"RESOLVED, that the registered office of TRANSERVICE LEASE CORP. in the State of Delaware be and it hereby is changed to No. 100 West Tenth Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office".

IN WITNESS WHEREOF, TRANSERVICE LEASE CORP. has caused this statement to be signed by Peter Thorkelson, its Vice-President, and attested by J. P. McGovern, its Assistant Secretary, this 24 day of February, 1982.

By Peter Thorkelson
Peter Thorkelson,
Vice-President

ATTEST:

By J. P. McGovern
J. P. McGovern,
Assistant Secretary

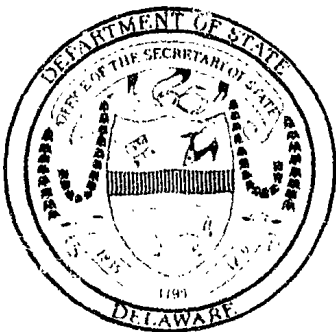


State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of Ownership
filed in this office on March 4, 1982



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

BY: *M. Toor*

DATE: May 7, 1982

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MERIDAN LEASING CORP.
HAMILTON SERVICE CORP.
KENILWORTH LEASING CORP.
BERKELEY LEASING CORP.
CARROLL LEASING CORP.
FRANKLIN LEASING CORP.
MAYWOOD LEASING CORP.
NORTHWAY LEASING CORP.
BALTIMORE LEASING CORP.
MARYLAND LEASING CORP.
PROGRESS LEASING CORP.
AMBOY LEASING CORP.
COMMERCE LEASING CORP.
ENGLEWOOD LEASING CORP.
FAYETTE LEASING CORP.
HACKENSACK LEASING CORP.
HOLLAND LEASING CORP.
PLAINFIELD LEASING CORP.
RIDGEFIELD LEASING CORP.
TOLAR LEASING CORP.
UT LEASING CORP.
BORDEN LEASING CORP.
BRUCKNER LEASING CORP.
BUSHWICK LEASING CORP.
C.P. LEASING CORP.
JACKSON LEASING CORP.
METRO TRUCK LEASE CORP.
REVIEW LEASING CORP.
YORK LEASING CORP.
ALLIANCE SERVICE CORP.
MOTORMEN OF SALEM, INC.

AND

WISCONSIN LEASING CORP.

INTO

TRANSERVICE LEASE CORP.

* * * * *

TRANSERVICE LEASE CORP., a corporation organized and existing under the laws of Delaware, DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 25th day of March, 1969, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of MERIDAN LEASING CORP., a corporation incorporated on the 7th day of November, 1980, pursuant to the General Corporation Law of the State of Connecticut.

That this corporation owns all of the outstanding shares of the stock of HAMILTON SERVICE CORP., a corporation incorporated on the 18th day of December, 1978, pursuant to the General Corporation Law of the State of Delaware.

That this corporation owns all of the outstanding shares of the stock of KENILWORTH LEASING CORP., a corporation incorporated on the 21st day of March, 1969, pursuant to the Code of Laws of the District of Columbia.

That this corporation owns all of the outstanding shares of the stock of BERKELEY LEASING CORP., a corporation incorporated on the 13th day of June, 1980, pursuant to the Business Corporation Act of the State of Illinois.

That this corporation owns all of the outstanding shares of the stock of CARROLL LEASING CORP., a corporation incorporated on the 20th day of March, 1969, pursuant to the Business Corporation Act of the State of Illinois.

That this corporation owns all of the outstanding shares of the stock of FRANKLIN LEASING CORP., a corporation incorporated on the 27th day of October, 1969, pursuant to the Business Corporation Act of the State of Illinois.

That this corporation owns all of the outstanding shares of the stock of MAYWOOD LEASING CORP., a corporation

incorporated on the 28th day of February, 1977, pursuant to the Business Corporation Act of the State of Illinois.

That this corporation owns all of the outstanding shares of the stock of NORTHWAY LEASING CORP., a corporation incorporated on the 15th day of September, 1969, pursuant to the Business Corporation Act of the State of Illinois.

That this corporation owns all of the outstanding shares of the stock of BALTIMORE LEASING CORP., a corporation incorporated on the 5th day of October, 1979, pursuant to the Corporations and Associations Law of the State of Maryland.

That this corporation owns all of the outstanding shares of the stock of MARYLAND LEASING CORP., a corporation incorporated on the 31st day of May, 1974, pursuant to the Corporations and Associations Law of the State of Maryland.

That this corporation owns all of the outstanding shares of the stock of PROGRESS LEASING CORP., a corporation incorporated on the 7th day of May, 1974, pursuant to the General and Business Corporation Law of the State of Missouri.

That this corporation owns all of the outstanding shares of the stock of AMEOY LEASING CORP., a corporation incorporated on the 7th day of November, 1979, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of COMMERCE LEASING CORP., a corporation incorporated on the 19th day of April, 1979, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of ENGLEWOOD LEASING CORP., a corporation incorporated on the 28th day of August, 1978, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of FAYETTE LEASING CORP., a corporation incorporated on the 16th day of August, 1970, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of HACKENSACK LEASING CORP., a corporation incorporated on the 4th day of June, 1973, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of HOLLAND LEASING CORP., a corporation incorporated on the 11th day of September, 1973, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of PLAINFIELD LEASING CORP., a corporation incorporated on the 13th day of November, 1970, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of RIDGEFIELD LEASING CORP., a corporation incorporated on the 27th day of June, 1972, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of TOLAR LEASING CORP., a corporation incorporated on the 24th day of October, 1972, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of UT LEASING CORP., a corporation incorporated on the 15th day of March, 1973, pursuant to the General Corporation Law of the State of New Jersey.

That this corporation owns all of the outstanding shares of the stock of BORDEN LEASING CORP., a corporation

incorporated on the 19th day of April, 1977, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of BRUCKNER LEASING CORP., a corporation incorporated on the 21st day of March, 1969, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of BUSHWICK LEASING CORP., a corporation incorporated on the 15th day of March, 1972, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of C.P. LEASING CORP., a corporation incorporated on the 22nd day of May, 1970, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of JACKSON LEASING CORP., a corporation incorporated on the 19th day of June, 1974, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of METRO TRUCK LEASE CORP., a corporation incorporated on the 27th day of January, 1978, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of REVIEW LEASING CORP., a corporation incorporated on the 15th day of November, 1976, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of YORK LEASING CORP., a corporation incorporated on the 12th day of December, 1977, pursuant to the Business Corporation Law of the State of New York.

That this corporation owns all of the outstanding shares of the stock of ALLIANCE SERVICE CORP., a corporation incorporated on the 21st day of December, 1976, pursuant to the General Corporation Law of the State of Ohio.

That this corporation owns all of the outstanding shares of the stock of MOTORMEN OF SALEM, INC., a corporation incorporated on the 23rd day of January, 1978, pursuant to the General Corporation Law of the State of Ohio.

That this corporation owns all of the outstanding shares of the stock of WISCONSIN LEASING CORP., a corporation incorporated on the 23rd day of May, 1975, pursuant to the Business Corporation Law of the State of Wisconsin.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by unanimous written consent of its members, filed with the minutes of the board on the 1st day of February, 1982, determined to and did merge into itself said MERIDIAN LEASING CORP.; HAMILTON SERVICE CORP.; KENILWORTH LEASING CORP.; BERKELEY LEASING CORP.; CARROLL LEASING CORP.; FRANKLIN LEASING CORP.; MAYWOOD LEASING CORP.; NORTHWAY LEASING CORP.; BALTIMORE LEASING CORP.; MARYLAND LEASING CORP.; PROGRESS LEASING CORP.; AMBOY LEASING CORP.; COMMERCE LEASING CORP.; ENGLEWOOD LEASING CORP.; FAYETTE LEASING CORP.; HACKENSACK LEASING CORP.; HOLLAND LEASING CORP.; PLAINFIELD LEASING CORP.; RIDGEFIELD LEASING CORP.; TOLAR LEASING CORP.; UT LEASING CORP.; BORDEN LEASING CORP.; BRUCKNER LEASING CORP.; BUSHWICK LEASING CORP.; C.P. LEASING CORP.; JACKSON LEASING CORP.; METRO TRUCK LEASE CORP.; REVIEW LEASING CORP.; YORK LEASING CORP.; ALLIANCE SERVICE CORP.; MOTORMEN OF SALEM, INC.; and WISCONSIN LEASING CORP.

RESOLVED, that TRANSERVICE LEASE CORP. merge, and it hereby does merge into itself said MERIDAN LEASING CORP.; HAMILTON SERVICE CORP.; KENILWORTH LEASING CORP.; BERKELEY LEASING CORP.; CARROLL LEASING CORP.; FRANKLIN LEASING CORP.; MAYWOOD LEASING CORP.; NORTHWAY LEASING CORP.; BALTIMORE LEASING CORP.; MARYLAND LEASING CORP.; PROGRESS LEASING CORP.; AMBOY LEASING CORP.; COMMERCE LEASING CORP.; ENGLEWOOD LEASING CORP.; FAYETTE LEASING CORP.; HACKENSACK LEASING CORP.; HOLLAND LEASING CORP.; PLAINFIELD LEASING CORP.; RIDGEFIELD LEASING CORP.; TOIAR LEASING CORP.; UT LEASING CORP.; BORDEN LEASING CORP.; BRUCKNER LEASING CORP.; BUSHWICK LEASING CORP.; C.P. LEASING CORP.; JACKSON LEASING CORP.; METRO TRUCK LEASE CORP.; REVIEW LEASING CORP.; YORK LEASING CORP.; ALLIANCE SERVICE CORP.; MOTORMEN OF SALLM, INC.; and WISCONSIN LEASING CORP. and assumes all of their obligations; and

FURTHER RESOLVED, that the merger shall become effective on March 31, 1982.

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge the aforesaid subsidiary corporations and assume their liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the Board of Directors of TRANSERVICE LEASE CORP. at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said TRANSERVICE LEASE CORP. has
caused this certificate to be signed by its Vice President and
attested by its Assistant Secretary, this ²⁴ day of

Feb, 1982

TRANSERVICE LEASE CORP.

By Peter Thorkelson
Peter Thorkelson,
Vice President

ATTEST:

By J. P. McGovern
J. P. McGovern,
Assistant Secretary

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
1633 BROADWAY, NEW YORK, N.Y. 10019 • (212) 664-1668
TELEX 96 8690

MAY 12, 1982

Secretary of State
Corporation Department
State Capitol Building
Frankfort, Kentucky 40601

SECRETARY OF STATE
RECEIVED

MAY 17 1982

COMMONWEALTH OF KENTUCKY

Gentlemen:

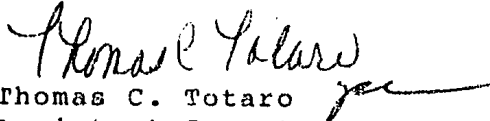
RE: TRANSERVICE LEASE CORP.

Pursuant to the instructions of counsel, we enclose for filing the necessary documents to qualify the above corporation in your state, together with funds in payment of the required fees. When the enclosures have been filed, please forward the usual evidence of filing to this office.

If for any reason filing cannot be effected promptly, please notify us by telephone at the following toll-free number: (800-223-7567).

Very truly yours,

C T CORPORATION SYSTEM


Thomas C. Totaro
Assistant Secretary
/pc
encls.

COUNSEL: Legal Department
 Brink's Incorporation
 Thorndal Circle
 Darien, Conn.

SPECIAL INSTRUCTIONS: