

RECORDATION (S) 23249 FILED

DEC 7 '00

11:27 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 6, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Certificate of Merger, dated November 30, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

The CIT Group/Equipment Financing, Inc.  
(a New York Corporation)

The CIT Group/Equipment Financing, Inc.  
(a Delaware Corporation)

1211 Avenue of the Americas  
New York, NY 10036

A description of the railroad equipment covered by the enclosed document is:

NONE

Mr. Vernon A. Williams  
December 6, 2000  
Page Two

A short summary of the document to appear in the index follows:

Certificate of Merger under which The CIT Group/Equipment Financing, Inc. (a New York Corporation) is merged into The CIT Group/Equipment Financing, Inc. (a Delaware Corporation).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

State of Delaware

Office of the Secretary of State

PAGE 1  
RECORDATION NO. 33349

DEC 7 '00

11:22 AM

**SURFACE TRANSPORTATION BOARD**

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE CIT GROUP/CAPITAL INVESTMENTS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "THE CIT GROUP/EQUIPMENT FINANCING, INC." UNDER THE NAME OF "THE CIT GROUP/EQUIPMENT FINANCING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF NOVEMBER, A.D. 2000, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3321556 8100M

AUTHENTICATION: 0822683

001598054

DATE: 11-30-00

**CERTIFICATE OF MERGER**

**OF**

**THE CIT GROUP/CAPITAL INVESTMENTS, INC.**  
(a corporation organized under Article XII of the New York Banking Law)

**INTO**

**THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
(a corporation organized under the General Corporation Law of the State of Delaware)

\*\*\*\*\*

The undersigned Delaware corporation, **The CIT Group/Equipment Financing, Inc.**  
DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent  
corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
<b>The CIT Group/Equipment Financing, Inc.</b>	Delaware
<b>The CIT Group/Capital Investments, Inc.</b>	New York

SECOND: That an agreement of merger between the parties to the merger has been  
approved, adopted, certified, executed and acknowledged by each of the constituent corporations  
in accordance with the requirements of Section 252 of the General Corporation Law of the State  
of Delaware.

THIRD: That the name of the surviving corporation of the merger is **The CIT  
Group/Equipment Financing, Inc.**, a Delaware corporation.

772622.4

FOURTH: That the Certificate of Incorporation of The CIT Group/Equipment Financing, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation, the address of which is 650 CIT Drive, Livingston, New Jersey 07039.

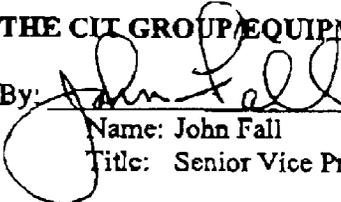
SIXTH: That a copy of the agreement of merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>State of incorporation</u>	<u>Class</u>	<u>Number of shares</u>	<u>Par value per share</u>
The CIT Group/ Capital Investments, Inc.	New York	Common Stock	100,000	\$100.00

Dated: November 30, 2000

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: 

Name: John Fall

Title: Senior Vice President

772622.4