

Delaware

PAGE 1

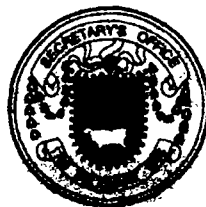
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "NYCTL 1998-HLTV TRUST", CHANGING ITS NAME FROM "NYCTL 1998-HLTV TRUST" TO "NYCTL 1998-2 TRUST", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1998, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID STATUTORY TRUST IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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030509220



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2565002

DATE: 08-05-03

RESTATED CERTIFICATE OF TRUST

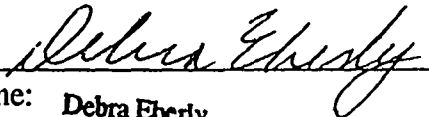
This Restated Certificate of Trust of NYCTL 1998-HLTV Trust (the "Trust"), has been duly executed and is being filed, in accordance with the provisions of 12 Del. C. §3810, by the undersigned as trustee, to amend and restate the Certificate of Trust of the Trust (as heretofore amended and restated) in order to change the name of the Trust. The original Certificate of Trust of the Trust was filed on July 25, 1997 with the Secretary of State of the State of Delaware. The present name of the Trust is NYCTL 1998-HLTV Trust and the name under which the Trust was originally formed is NYCTL 1997-2 Trust.

The Certificate of Trust of the Trust is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the trust continued hereby is NYCTL 1998-2 Trust.
2. Trustee in the State of Delaware. The name and business address of the trustee which has its principal place of business in the State of Delaware is: Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.

IN WITNESS WHEREOF, the undersigned, being the sole trustee of the Trust, has executed this Restated Certificate of Trust.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as trustee

By: 
Name: Debra Eberly
Title: Administrative Account Manager