



STATEMENT OF PARTNERSHIP AUTHORITY

(Instructions on back of application)

FILED EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned partnership hereby files a statement of partnership authority, and submits the following information to the Secretary of State pursuant to Idaho Code § 53-3-303.

1. The name of the partnership is: NISSAN EXTENDED SERVICES NORTH AMERICA, G.P.

2. The street address of its chief executive office is: _____

18501 S. Figueroa Street, (G-3-M), Gardena, CA 90248

3. The street address of one (1) office in Idaho: _____

Not applicable

4. The names and mailing addresses of all partners (attached sheets may be added):

Name
Nissan Global Reinsurance, Ltd.

Address
Clarendon House, 2 Church Street
Hamilton, HM 11 Bermuda

Nissan Assurance Holding Company, N.V.

c/o ABN AMRO Trust Company
15 Pietermaai, Curacao, Netherlands Antilles

OR the name and address of the registered agent in Idaho is:

LexisNexis Document Solutions

1401 Shoreline Drive, Suite 2
Boise, ID 83702

5. The names of the partners authorized to execute an instrument transferring real property held in the name of the partnership:

Nissan Global
Reinsurance, Ltd.

Nissan Assurance
Holding Company, N.V.

Note: The general partners have appointed a Board of Advisors to act on behalf of the Partnership. Jerry T. Foley is the President on that Board of Advisors.

6. Signature of at least 2 partners:

1) [Signature]
Typed Name Jerry T. Foley

2) _____
Typed Name _____

3) _____
Typed Name _____

Typed Name _____

Secretary of State use only

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Revised 01/2001
Web Form

IDAHO SECRETARY OF STATE
09/19/2005 05:00
CK: 36963 CT: 1154 BH: 912324
1 @ 100.00 = 100.00 PARTN AUT # 6
1 @ 20.00 = 20.00 EXPEDITE C # 7

K298

NISSAN EXTENDED SERVICES NORTH AMERICA, G.P.
UNANIMOUS WRITTEN CONSENT OF THE PARTNERS

MARCH 22, 2005

The undersigned, each being a partner of Nissan Extended Services North America, G.P., a Delaware general partnership (the "Partnership"), acting pursuant to their authority as partners and in accordance with that certain General Partnership Agreement of Nissan Extended Services North America, G.P. (the "Partnership Agreement"), by and between Nissan Assurance Holding Company N.V., a Netherlands Antilles corporation ("NAH") and Nissan Global Reinsurance, Ltd., a Bermuda corporation ("NGR", and together with NAH, each a "Partner"), dated as of March 22, 2005 (the "Partnership Agreement"), do hereby authorize and consent to the following:

BOARD OF ADVISORS

WHEREAS, NGR, as executive partner of the Partnership ("Executive Partner"), desires to appoint a Board of Advisors in accordance with Section 6 of the Partnership Agreement; and

WHEREAS, the Executive Partner desires to delegate, to the fullest extent permitted by law and as further limited or expanded by any currently existing or future delegation of authority, the authority of NGR, as executive partner of the Partnership, to manage the business of the Partnership to a Board of Advisors in accordance with Section 6 of the Partnership Agreement and NAH agrees with such delegation of authority.

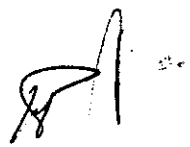
NOW, THEREFORE, IT IS RESOLVED, that the following persons are appointed to the Board of Advisors to serve until their successor(s) shall be duly appointed, unless he or she resigns, is removed from the position or is otherwise disqualified from serving as an advisor of the Partnership, to take their respective positions(s) immediately upon such appointment:

Richard Christensen

Jerry Foley

Robin Norris

FURTHER RESOLVED, the business and affairs of the Partnership shall be managed by or under the direction of the Board of Advisors and the Board of Advisors shall have



the power to do any and all acts necessary, convenient or incidental to or for the furtherance of the business of the Partnership, including all powers, statutory or otherwise.

FURTHER RESOLVED, the Board of Advisors has the authority to bind the Partnership and may exercise all such powers of, and do all such acts and things as may be done by, the Partners pursuant to the Partnership Agreement and do all such lawful acts and things as are not by law or by the Partnership Agreement directed or required to be exercised or done by the Partners.

CAPITAL CONTRIBUTIONS

WHEREAS, in connection with the formation of the Partnership and in consideration of the interest in the Partnership acquired thereby, NAH has agreed to make a contribution to the capital of the Partnership in the amount of \$1,000,000;

WHEREAS, in connection with the formation of the Partnership and in consideration of the interest in the Partnership acquired thereby, NGR has agreed to make a contribution to the capital of the Partnership in the amount of \$98,995,000; and

WHEREAS, the Partners believe that it would be in the best interests of the Partnership to accept said contributions.

NOW, THEREFORE, IT IS RESOLVED, that said contributions to the capital of the Partnership is hereby accepted.

INVESTMENT IN CASH EQUIVALENTS

WHEREAS, the Partners believe it would be in the best interest of the Partnership to invest funds held by the Partnership in various cash equivalents and other securities, including, without limitations, commercial paper, money market funds, demand deposits, time deposits, certificates of deposit, bankers' acceptances and other similar investments.

NOW, THEREFORE, IT IS RESOLVED, that the Board of Advisors be and they hereby are empowered, authorized and directed, to effectuate said investment in such cash equivalents and other securities, including without limitations, commercial paper, money market funds, demand deposits, time deposits, certificates of deposit, bankers' acceptances and other similar investments, and to take or cause to be taken in the name of the Partnership all such other and further action, including the taking of payments, as in the judgment of such members of the Board of Advisors may be



necessary, proper or convenient in order to carry out the purposes and intent of this resolution.

ESTABLISHMENT AND MAINTENANCE OF BANK ACCOUNTS

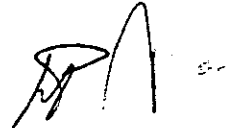
WHEREAS, the Executive Partner desires to grant to the Board of Advisors of the Partnership and designees of the Board of Advisors the authority to establish and transact in bank accounts of the Partnership from time to time and NAH agrees with such granting of authority.

NOW, THEREFORE, IT IS RESOLVED, that any member of the Board of Advisors is hereby authorized and directed to open an account or accounts (each, an "Account") with one or more banks, trust companies or similar institutions (each, a "Bank") from time to time for the purpose of conducting the general business of the Partnership and to establish each Account upon such terms and conditions as may be deemed advisable by such member of the Board of Advisors and may be agreed upon with the applicable Bank;

RESOLVED FURTHER, that any one of the members of the Board of Advisors or the designee of any two of them so designated in writing (each, a "Designee") acting alone, be, and each hereby is, authorized to draw funds from said accounts by checks, drafts, or other instruments, including electronic transfers, and to endorse any checks, notes, bills or other instruments owned, held or endorsed to the Partnership, or to do any other acts convenient or necessary to the opening, maintenance and closing of Accounts;

RESOLVED FURTHER, that the Members of the Board of Advisors and the Designees be, and each of them hereby is, authorized to execute, in the name and on behalf of the Partnership (and if required, under its corporate seal) and deliver any other agreements, documents, certificates and instruments as any Authorized Officer or Designee deems necessary or appropriate in connection with the Accounts or to take any other action necessary or appropriate in connection with these resolutions, the execution of such other agreements, documents, certificates and instruments by any Authorized Officer or Designee to be conclusive evidence that such Authorized Officer or Designee deems such changes, additions or deletions necessary or appropriate;

RESOLVED FURTHER, that the Members of the Board of Advisors and the Designees be, and each of them hereby is, authorized, empowered and directed to take or cause to be taken all such further action from time to time on

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behalf of the Partnership as in their judgment shall be necessary, desirable or advisable in order to carry out and perform the obligations of the Partnership under any other agreement, document or instrument executed and delivered on behalf of the Partnership pursuant hereto and in connection herewith, and that the Members of the Board of Advisors and the Designees be, and each of them hereby is, further authorized to take such action from time to time on behalf of the Partnership as such Authorized Officer or Designee may deem necessary, desirable or advisable in order to facilitate the transactions contemplated hereby or thereby, such action by any such Authorized Officer or Designee to be conclusive evidence of the appropriateness thereof and the approval of the terms and conditions thereof;

RESOLVED FURTHER, that the Members of the Board of Advisors and the Designees, and the Secretary and Assistant Secretaries, if any, of the Partnership, be, and each of them hereby is, authorized on behalf of the Partnership and in the name of the Partnership, to make all such arrangements, to do and perform all such acts and things and to execute and deliver all such officer's or secretary's certificates and such other agreements, instruments and documents as they, or any of them, may deem necessary or appropriate in order to fully effectuate the purposes of the foregoing resolutions;

RESOLVED FURTHER, that any and all documents, instruments and certificates heretofore executed and delivered and any and all action heretofore taken by any officer or director of the Partnership on behalf of the Partnership in connection with the foregoing resolutions be, and the same hereby are, ratified, approved and confirmed as the act and deed of the Partnership;

RESOLVED FURTHER, that, if from time to time a Bank should request or require a particular form of banking resolutions in order to open an Account, such form banking resolutions be, and they hereby are, adopted upon the filing of a copy of such form banking resolutions with the minutes of the proceedings of the Board of Advisors, provided that such form banking resolutions do not exceed or contradict the authorities granted in the foregoing resolutions, and that copies of such form banking resolutions which have been so adopted and such other information regarding such adopted form banking resolutions shall be provided to the Board of Advisors on a periodic basis;

RESOLVED FURTHER, that these resolutions and the authority hereby conferred, shall remain in full force and effect until notice to the contrary in writing shall be received by any Bank, and that any member of the Board of Advisors or the Secretary or any Assistant Secretary, if any, is




directed and authorized to certify these resolutions to any Bank under the seal of this Partnership, or without such seal, and with like effect in either case.


A handwritten signature or set of initials, possibly "RA", written in dark ink.

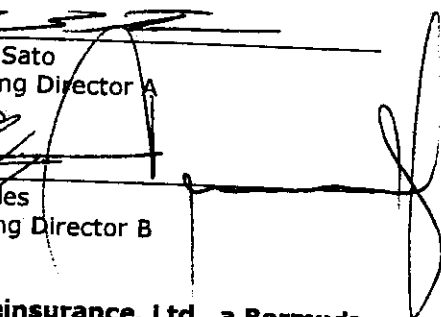
This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same instrument.

Dated as of: March 22, 2005

**Nissan Assurance Holding Company N.V., a
Netherlands Antilles corporation, as Partner**

By: 
Name: Akira Sato
Title: Managing Director A

By: 
Name: NV Fides
Title: Managing Director B



**Nissan Global Reinsurance, Ltd., a Bermuda
corporation, as Partner**

By:

Name: Richard Christensen
Title: President

This Unanimous Written Consent may be executed in one or more counterparts, each of which shall be an original and all of which together shall be one and the same instrument.

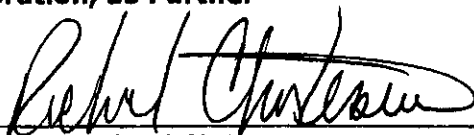
Dated as of: March 22, 2005

**Nissan Assurance Holding Company N.V., a
Netherlands Antilles corporation, as Partner**

By: _____
Name: Akira Sato
Title: Managing Director A

By: _____
Name: NV Fides
Title: Managing Director B

**Nissan Global Reinsurance, Ltd., a Bermuda
corporation, as Partner**

By:  _____
Name: Richard Christensen
Title: President

Delaware

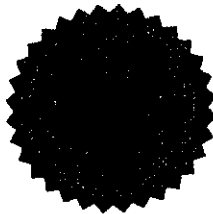
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NISSAN EXTENDED SERVICES NORTH AMERICA, GP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JULY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NISSAN EXTENDED SERVICES NORTH AMERICA, GP" WAS FORMED ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 3996051

DATE: 07-01-05