

| No. C 37045 | Due no later than 10/31/2001 Annual Report Form | 2. Registered Agent and Office NO PO BOX C T CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701 | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---|--|---|--|--------------|-------------------------------|-------------|--------------|------------|-----------|-----------------|---|--|--|--|-----------|------------------|----------|----------------|----------|-----------------|----------|-------------|----------|-----------------|----------|------------------|--|--|--|--|
| Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 | 1. Mailing Address - Correct in this box, if applicable FORD LEASING DEVELOPMENT CO. THE AMERICAN ROAD ROOM 613 DEARBORN, MI 48121 | 3. <u>New</u> Registered Agent Signature | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| NO FILING FEE IF RECEIVED BY DUE DATE | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 15%;"><u>Office held</u></th> <th style="text-align: left; width: 25%;"><u>Name</u></th> <th style="text-align: left; width: 35%;"><u>Street or P.O. Address</u></th> <th style="text-align: left; width: 10%;"><u>City</u></th> <th style="text-align: left; width: 10%;"><u>State</u></th> <th style="text-align: left; width: 5%;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>PRESIDENT</td> <td>SEAN B. McCOURT</td> <td rowspan="6" style="vertical-align: middle; text-align: center;"> <div style="border-left: 2px solid black; height: 150px; margin: 0 auto; width: 50px;"></div> </td> <td colspan="3" rowspan="6" style="vertical-align: middle; text-align: center;"> c/o FORD MOTOR COMPANY WHQ - Room 612 The American Road Dearborn, MI 48121-1899 </td> </tr> <tr> <td>SECRETARY</td> <td>NANCY G. BEECHER</td> </tr> <tr> <td>DIRECTOR</td> <td>John A. KAPLAN</td> </tr> <tr> <td>DIRECTOR</td> <td>ELLIOTT S. HALL</td> </tr> <tr> <td>DIRECTOR</td> <td>G. J. FRAME</td> </tr> <tr> <td>DIRECTOR</td> <td>SEAN B. McCOURT</td> </tr> <tr> <td>DIRECTOR</td> <td>ANN MARIE PETACK</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> | | | <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | PRESIDENT | SEAN B. McCOURT | <div style="border-left: 2px solid black; height: 150px; margin: 0 auto; width: 50px;"></div> | c/o FORD MOTOR COMPANY WHQ - Room 612 The American Road Dearborn, MI 48121-1899 | | | SECRETARY | NANCY G. BEECHER | DIRECTOR | John A. KAPLAN | DIRECTOR | ELLIOTT S. HALL | DIRECTOR | G. J. FRAME | DIRECTOR | SEAN B. McCOURT | DIRECTOR | ANN MARIE PETACK | | | | |
| <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | | | | | | | | | | | | | | | | | | | | | | | | | |
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| SECRETARY | NANCY G. BEECHER | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DIRECTOR | John A. KAPLAN | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DIRECTOR | ELLIOTT S. HALL | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DIRECTOR | G. J. FRAME | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DIRECTOR | SEAN B. McCOURT | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| DIRECTOR | ANN MARIE PETACK | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5. Organized Under the Laws of: DELAWARE C37045 | 6. <input checked="" type="checkbox"/> Signature <u><i>Craig Sigworth</i></u> Date <u>10-4-2001</u> Name (Typed or Printed) <u>CRAIG SIGWORTH</u> Title <u>ASST. TREASURER</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Issued 09/07/2001

Do Not Tape or Staple

FORD LEASING DEVELOPMENT COMPANY

Written Consent of Sole Stockholder Having Voting Power

The undersigned, FORD HOLDINGS, INC., a Delaware corporation, being the owner and holder of record of all the capital stock of FORD LEASING DEVELOPMENT COMPANY (the "Corporation"), a Delaware corporation, hereby consents to the adoption of the following resolutions:

RESOLVED, That the following persons be and hereby are elected as Directors of the Corporation, each to serve until the next annual meeting of stockholders and until his successor shall have been elected and qualified, or as otherwise provided in the By-Laws of the Corporation:

John A. Kaplan
Elliott S. Hall
G. J. Frame
Sean B. McCourt
Ann Marie Petach

RESOLVED, That the following persons are duly and successively elected to the office set forth opposite their respective names, each to hold office until a successor shall have been elected and shall have qualified or as is otherwise provided in the By-Laws of the Corporation:

| | |
|------------------------|------------------------------|
| John A. Kaplan | Chairman of the Board |
| Sean B. McCourt | President |
| William W. McNair, Sr. | Vice President |
| Nicholas E. Sirosky | Vice President |
| I. Crowe | Vice President |
| Dennis E. Ross | Vice President - Tax Affairs |
| Diane P. Dossin | Vice President |
| Nancy G. Beecher | Secretary |
| Lynne M. Matuszak | Assistant Secretary |
| Marcia J. Nunn | Assistant Secretary |
| Peter Sherry, Jr. | Assistant Secretary |
| Kathryn S. Lamping | Assistant Secretary |
| Thomas J. DeZure | Assistant Secretary |
| B. D. Hernan | Assistant Secretary |
| Diane Morris | Assistant Secretary |
| A. T. Vance | Treasurer |
| Mark S. Erskine | Assistant Treasurer |
| David Brandi | Assistant Treasurer |
| Ann Marie Petach | Assistant Treasurer |
| Craig L. Sigworth | Assistant Treasurer |