

State of Idaho

Office of the Secretary of State

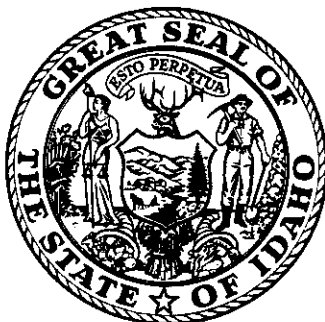
**CERTIFICATE OF AUTHORITY
OF
OLD REPUBLIC FINANCIAL ACCEPTANCE CORPORATION**

File Number C 147976

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 3 March 2003



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2-19-03 PM 1:45

The undersigned Corporation applies for a Certificate of Authority and states as follows: STATE OF IDAHO

1. The name of the corporation is:

Old Republic Financial Acceptance Corporation

2. The name which it shall use in Idaho is: same as above

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: February 19, 1985

5. The address of its principal office is:

5050 N. Cumberland Ave. #14-0, Norridge, IL 60706

6. The address to which correspondence should be addressed, if different from item 5, is:

307 N. Michigan Ave., Chicago, IL 60601

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: 2-19-03

Signature: Jo Allyn Comstock

Typed Name: JoAllyn Comstock

Capacity: Assistant Secretary

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
03/04/2003 05:00
CK: 188328 CT: 28296 BH: 666326
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C147976

**OFFICERS AND DIRECTORS INFORMATION
FOR OLD REPUBLIC INSURED FINANCIAL ACCEPTANCE CORPORATION**

Aldo C. Zucaro Business Address:	Director and Chairman of the Board 307 N. Michigan Ave. Chicago, IL
John S. Adams Business Address:	Director, Senior Vice President and Chief Financial Officer 307 N. Michigan Ave. Chicago, IL
Spencer LeRoy, III Business Address:	Director, Vice President and Secretary 307 N. Michigan Ave. Chicago, IL
Leonard S. Milazzo Business Address:	President 307 N. Michigan Ave. Chicago, IL
Charles S. Boone Business Address:	Senior Vice President and Treasurer 307 N. Michigan Ave. Chicago, IL
Fred Savaglio Business Address:	Vice President, Controller and Assistant Treasurer 307 N. Michigan Ave. Chicago, IL
Jennie Seydlitz Business Address:	Vice President , Administration and Operations 5050 N. Cumberland Ave., #14-0 Norridge, IL
R. Scott Rager Business Address:	Assistant Vice President and Assistant Secretary PO Box 277 South Sioux City, NE
Gaylen TenHulzen Business Address:	Assistant Vice President and Assistant Secretary PO Box 277 South Sioux City, NE
JoAnn Handel Business Address:	Assistant Vice President and Assistant Controller 307 N. Michigan Ave. Chicago, IL
Carl H. Brauer Business Address:	Assistant Secretary 307 N. Michigan Ave. Chicago, IL
JoAllyn Comstock Business Address:	Assistant Secretary 307 N. Michigan Ave. Chicago, IL

Delaware

PAGE 1

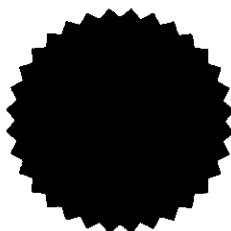
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OLD REPUBLIC FINANCIAL ACCEPTANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OLD REPUBLIC FINANCIAL ACCEPTANCE CORPORATION" WAS INCORPORATED ON THE NINETEENTH DAY OF FEBRUARY, A.D. 1985.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2279419

030128551

DATE: 02-27-03