

State of Idaho

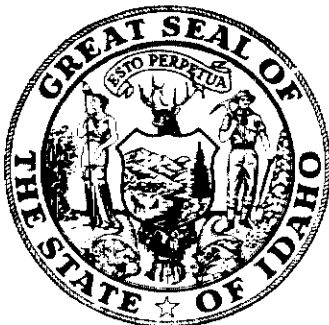
Department of State

CERTIFICATE OF AUTHORITY
OF
AUTO-BY-TEL ACCEPTANCE CORPORATION
File Number C 123163

I PETE T. CENARRUSA, 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: March 17, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hickey*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

98 MAR 17 AM 10:54

To the Secretary of State of Idaho:

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

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Auto-By-Tel 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 5/21/96
5. The address of its principal office is 18872 MacArthur Blvd., Irvine, CA 92612-1400
6. The address to which correspondence should be addressed, if different from item 5, is same as #5
7. The street address of its registered office in Idaho is 512 West Bannock, Boise, ID 83702
and its registered agent in Idaho at that address is National Registered Agents, Inc.
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>See attached Officers and Directors</u>		

Dated: 3/13/98

Auto-By-Tel Acceptance Corporation

(Corporation name)

By

Michael T. Duke

Its

President

(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE

(if using pre-paid account)

CK: 1421 CT: 95648 EN: 91631

1 @ 100.00 = 100.00 AUTH PRD
1 @ 20.00 = 20.00 EXPEDITE C

C 123163

Directors and Officers (as of 1/1/98)
Auto-By-Tel Acceptance Corporation (ABTAC),
a Delaware Corporation
Incorporated 5/21/96

Directors:

Mark W. Lorimer

Robert S. Grimes

Title/Business Address:

Director

18872 MacArthur Blvd., Second Floor, Irvine, CA 92612-1400

Director

152 West 57th Street, New York, NY 10019

Officers:

Michael T. Duke

Mark W. Lorimer

Michael J. Lowell

Craig S. Frost

President

18872 MacArthur Blvd., Second Floor, Irvine, CA 92612-1400

Executive Vice President

18872 MacArthur Blvd., Second Floor, Irvine, CA 92612-1400

Vice President and Chief Financial Officer

18872 MacArthur Blvd., Fourth Floor, Irvine, CA 92612-1400

Secretary

18872 MacArthur Blvd., Fourth Floor, Irvine, CA 92612-1400

Office of the Secretary of State

98 MAR 17 AM 10:54
SECRETARY OF STATE
STATE OF IDAHO

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTO-BY-TEL 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 THIRTEENTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AUTO-BY-TEL ACCEPTANCE CORPORATION" WAS INCORPORATED ON THE TWENTY-FIRST DAY OF MAY, A.D. 1996.

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.




Edward J. Freel, Secretary of State

AUTHENTICATION:

8919840

DATE:

02-13-98

2625938 8300

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