

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

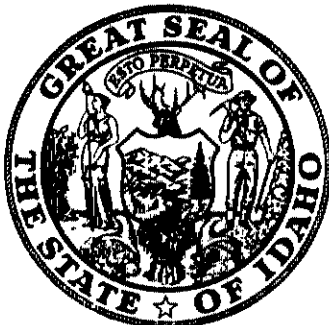
THE CIT GROUP/CONSUMER FINANCE, INC.

File number C 106557

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of THE CIT GROUP/CONSUMER FINANCE, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to THE CIT GROUP/CONSUMER FINANCE, INC. to transact business in this State under the name THE CIT GROUP/CONSUMER FINANCE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: June 6, 1994



Pete T. Cenarrusa

SECRETARY OF STATE

By

Anna Suth

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation) JUN 6 10 35 AM '94

To the Secretary of State of Idaho

SECRETARY OF STATE

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is The CIT Group/Consumer Finance, Inc.
2. The name which it shall use in Idaho is The CIT Group/Consumer Finance, Inc.
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is 9/25/92 and the period of its duration, if other than perpetual, is N/A
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different than item 5, is 650 CIT Drive, Livingston, New Jersey 07039
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
SEE RIDER A

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE
19940606 0900 85914 3
CR #: 45488 CUST# 4567
FEE: 120.00 = 120.00

ACA593

File Two Copies along with a Certificate
of Corporate Status or Existence

(IDAHO - 2542 - 7/13/93)

Fee: \$100 if typed with no attachments

\$120 if not typed or if attachments are included

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

Name	Office	Address
	SEE ATTACHED EXHIBIT A	

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: May 27, 1994

The CIT Group/Consumer Finance, Inc.

By

and

(Corporation name)

its President/Vice President (please specify)

its Secretary/Assistant Secretary (please specify)

STATE OF NEW JERSEY

COUNTY OF ESSEX

) ss:

I, Alicia G. Johnson, a notary public, do hereby certify that on this 27th day of May, 19 94, personally appeared before me James J. Egan, Jr., who being by me first duly sworn, declared that (s)he is the President of The CIT Group/Consumer Finance, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.

ALICIA G. JOHNSON
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JUNE 7, 1998

Alicia G. Johnson
Notary Public

RIDER A

Business Plan of The CIT Group/Consumer Finance, Inc. ("CIT")

Loans in excess of \$10,000 will be made by The CIT Group/Consumer Finance, Inc.. Business will be generated by the use of direct mail and newspaper advertising. The business plan envisions a fixed rate fixed term self-amortizing transaction as well as a home equity line of credit type product. Some loans will be held by CIT on its books and some loans may be sold into a secondary market from time to time.

In addition, CIT will be taking assignment of loans closed by other lenders. Loans in all instances will be secured by first or second mortgages on customer owned residential real estate.

The type of insurance policies CIT intends to make available include Credit Disability and Credit Life insurance. Credit insurance program will be installed later.

THE CIT GROUP/CONSUMER FINANCE, INC.
(a Delaware corporation)

PRINCIPAL OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
James J. Egan, Jr.	President	650 CIT Drive Livingston, NJ	41 Gatehouse Road Bedminster, NJ
S.S. No: 091-30-6982 D.O.B.		12/2/39	
Years Experience as Mortgage Banker or Related Business:		20 plus	
Jeffrey C. Larsen	Exec. Vice President	650 CIT Drive Livingston, NJ	18 Knollwood Terrace Randolph, NJ
S.S. No: 040-34-3531 D.O.B.		10/11/42	
Years Experience as Mortgage Banker or Related Business:		20 plus	
Joseph M. Leone	Exec. Vice President/	650 CIT Drive Livingston, NJ	978 Arapaho Trail Franklin Lakes, NJ
S.S. No: 061-44-7207 D.O.B.		5/24/53	
Norman H. Rosen	Senior Vice Pres., Secretary & General Counsel	650 CIT Drive Livingston, NJ	64 Franklin Street Englewood, NJ
S.S. No: 058-30-8067 D.O.B.		5/18/36	
Robin H. Gordon	Vice Pres., Treasurer, & Controller	650 CIT Drive Livingston, NJ	305 Keatley Dr. Mt. Laurel, NJ
S.S. No: 177-44-7534 D.O.B.		2/4/55	

THE CIT GROUP/CONSUMER FINANCE, INC.

(a Delaware corporation)

DIRECTORS

<u>NAME</u>	<u>BUSINESS ADDRESS</u>	<u>HOME ADDRESS</u>
James J. Egan, Jr.	650 CIT Drive Livingston, NJ Tel: 740-5000	41 Gatehouse Rd. Bedminster, NJ
Effective Date: 9/6/66		
Jeffrey C. Larsen	650 CIT Drive Livingston, NJ Tel: 740-5000	18 Knollwood Ter. Randolph, NJ
Effective Date: 9/6/66		
Joseph M. Leone	650 CIT Drive Livingston, NJ Tel: 740-5000	978 Arapaho Trail Franklin Lakes, NJ
Effective Date: 5/31/85		

State of Delaware
Office of the Secretary of State

Jun 6 10 35 AM '94

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF ^{SECRETARY OF STATE} THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE CIT GROUP/CONSUMER FINANCE, INC." 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-SIXTH DAY OF MAY, A.D. 1994.

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.



William T. Quillen

William T. Quillen, Secretary of State

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AUTHENTICATION: 7132627

DATE: 05-26-94