

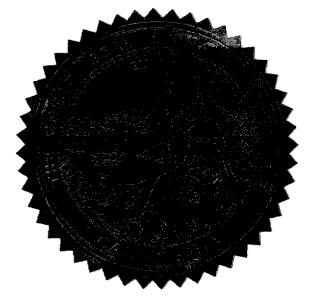
State of California

SECRETARY OF STATE'S OFFICE

OUT 30 II 33 M '95 SECRETARY OF STATE

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the	27th	_ day of	September		, 19950	
there was filed i	n this off	ice a(n)	AGREMENT OF	MERGER	CRET	_
merging	AUTOFI	NANCE GRO	UP, INC.		¥6	
a California cor	poration,	into	KEYCORP FINANCE	INC.	DAHO	
				IDAHO SECSE	IARY OF STATE	_
				10/23 / 95 Custoner #	Sigiporation	Ľ.
IVC960020136 16384 CORRORATION FROM MERGER Further, that according to our records said merged California corporation has 1 @ 10.00 = 10.00						
ceased to exist a	s a separo	ite corpora	te entity.	0		



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 26th day of October, 1995

Secretary of State

IDAHO SECRETARY OF STATE

1173/95 9:00:00 AM Customer # 15948 IVC960022389 16384 CORPORATION FRON MERGER

1 @ 10.00 = 10.00

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