

76019
State of California

SECRETARY OF STATE'S OFFICE



OCT 30 11 33 AM '95
SECRETARY OF STATE
STATE OF IDAHO

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

That on the 27th day of September, 1995

there was filed in this office a(n) AGREMENT OF MERGER

merging AUTOFINANCE GROUP, INC.

a California corporation, into KEYCORP FINANCE INC.

NOV 3 2 32 PM '95
SECRETARY OF STATE
STATE OF IDAHO

_____, a(n) OHIO CORPORATION

IDAHO SECRETARY OF STATE
10/23/95 9:00:00 AM
Customer # 15948
IVC960020136 16384
CORPORATION FROM MERGER
1 @ 10.00 = 10.00

Further, that according to our records said merged California corporation has
ceased to exist as a separate corporate entity.

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

Bill Jones
Secretary of State

IDAHO SECRETARY OF STATE
11/3/95 9:00:00 AM
Customer # 15948
IVC960022389 16384
CORPORATION FROM MERGER
1 @ 10.00 = 10.00

