

State of Idaho

Department of State

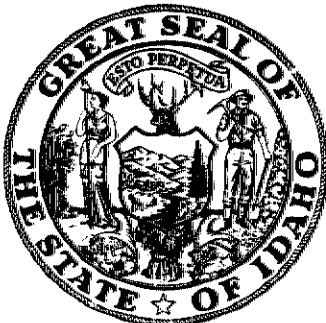
CERTIFICATE OF REGISTRATION OF

PORSCHE FUNDING LIMITED PARTNERSHIP File Number L 3366

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PORSCHE FUNDING LIMITED PARTNERSHIP for Registration in this State, duly executed pursuant to the provisions of the Idaho Limited Partnership 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 Registration to PORSCHE FUNDING LIMITED PARTNERSHIP to transact business in this State under the name PORSCHE FUNDING LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: February 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley DeWitt*

73366

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

1. The name of the limited partnership is Porsche Funding Limited Partnership
2. The name which it shall use in Idaho is _____
3. It was organized under the laws of Delaware on 11/08/96
(state of organization) (date)
4. The address of its registered or principal office in the state or country under the laws of which it is organized is 1209 Orange Street, Wilmington, Delaware 19801
5. The name and street address of its proposed registered agent in Idaho are _____
C T Corporation System, 300 North 6th Street, Boise, ID 83701
6. The address at which a list of the names, addresses and contributions of the limited partners is kept is 4343 Commerce Court, Suite 214 Lisle, IL 60532

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

8. The name and business address of each general partner are:

Name	Address
<u>Porsche Funding Corporation</u>	<u>4343 Commerce Court, Suite 214</u> <u>Lisle, IL 60532</u>
_____	_____
_____	_____
_____	_____
_____	_____

Dated January 24th, 1997

By: [Signature] Porsche Funding Corporation
Robert E. Dwyer President
A General Partner

g:\corpforms\ARLP.pmf Revised 8/96

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 02/24/1997
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State of Delaware
Office of the Secretary of State

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SECRETARY
STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PORSCHE FUNDING LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 1997.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8293929

DATE: 01-22-97