

State of Idaho

Department of State

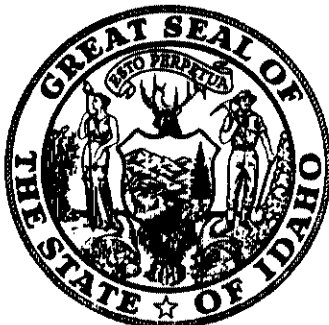
CERTIFICATE OF AUTHORITY OF

GULF STATES FINANCE COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GULF STATES FINANCE COMPANY 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 GULF STATES FINANCE COMPANY to transact business in this State under the name GULF STATES FINANCE COMPANY and attach hereto a duplicate original of the Application for such Certificate:

Dated: December 17, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Amy Seibel*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

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 GULF STATES FINANCE COMPANY
2. The name which it shall use in Idaho is _____
(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 Texas
4. The date of its incorporation is August 3, 1990 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2710 Sackett, Houston, Texas 77098
6. The address to which correspondence should be addressed, if different from that in item 5. Same
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:
Acquisition and servicing of motor vehicle retail installment contracts;
repossession and disposition of motor vehicles.

(Continued on reverse)

Submit application 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

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CK #: MJ16854 CUST# 20461
CORP 10 100.00= 100.00

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

Name	Office	Address
<u>E.C. Schmidt, II</u>	<u>President and Director</u>	<u>2710 Sackett, Houston, Texas 77098</u>
<u>Bart McAndrews</u>	<u>Vice President</u>	<u>8850 James, Suite 130, Houston, Texas 77046</u>
<u>Danny Klaes</u>	<u>Secretary/Treasurer</u>	<u>2710 Sackett, Houston, Texas 77098</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12-9-93

GULF STATES FINANCE COMPANY

(Corporation Name)

By ECS

E.C. Schmidt, II Its President/Vice President (please specify)

and Danny Klaes
Danny Klaes Its Secretary/Assistant Secretary (please specify)

STATE OF Texas) ss:

COUNTY OF Harris)

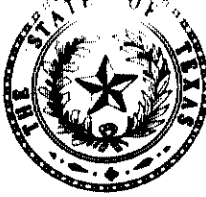
I, Jeanette Humes, a notary public, do hereby certify that on this 9th day of December, 19 93, personally appeared before me E.C. Schmidt, II, who being by me first duly sworn, declared that (s)he is the President of _____

GULF STATES FINANCE COMPANY

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



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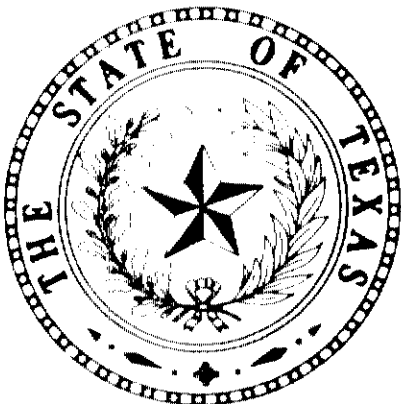
The State of Texas
Secretary of State

IT IS HEREBY CERTIFIED, THAT
GULF STATES FINANCE COMPANY
FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

AUG. 3, 1990;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
NOV. 19, 1993



John Hannah Jr.
Secretary of State