

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

ASSOCIATES FINANCIAL SERVICES COMPANY, INC.

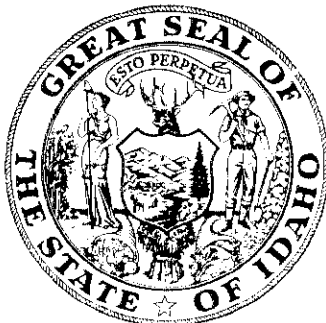
dba ASSOCIATES FINANCIAL SERVICES COMPANY OF WASHINGTON, INC.

File Number C 127934

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: March 12, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is Associates Financial Services Company, Inc.
2. The name which it shall use in Idaho is ASSOCIATES FINANCIAL SERVICES COMPANY OF WASHINGTON, INC.
3. It is incorporated under the laws of Washington
4. Its date of incorporation is 11/05/59
5. The address of its principal office is 250 Carpenter Freeway, Irving, Texas 75062
6. The address to which correspondence should be addressed, if different from item 5, is P. O. Box 660237, Dallas, Texas 75266-0237
7. The street address of its registered office in Idaho is 1401 Shoreline Drive, Boise, Idaho 83702, and its registered agent in Idaho at that address is Corporation Service Company
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
See attached officers/directors rider		

Dated: February 11, 1999

Associates Financial Services Company of Wash

(Corporation name)

By Karen L. Robb

Karen L. Robb

Its Assistant Secretary

(specify capacity of signer)

Customer Acct #

IDAH0 SECRETARY OF STATE

(if using pre-paid account)

0326271999 032627
CK: 13261 CT: 84696 BH: 196596

1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

g:\cop\lms\ACA.prn6 Revised 7/97

STATE of WASHINGTON



SECRETARY of STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

ASSOCIATES FINANCIAL SERVICES
COMPANY, INC.

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Delaware and was issued a Certificate of Authority
in Washington on May 22, 1969.

I FURTHER CERTIFY that as of the date of this certificate, no Certificate of Withdrawal
has been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.

Date: February 16, 1999

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*




S. H. MUNRO
Ralph Munro, Secretary of State



THE ASSOCIATES

Associates Financial Services Company, Inc.

CONSENT TO USE OF NAME

TO WHOM IT MAY CONCERN:

The undersigned company consents to the use of the name Associates Financial Services Company of Washington, Inc. in the State of Idaho, in connection with the qualification of its subsidiary, Associates Financial Services Company of Washington, Inc. in the State of Idaho.

DATED: March 4, 1999

Associates Financial Services Company, Inc.
(a Delaware corporation qualified in Idaho)

By *Karen L. Robb*
Karen L. Robb, Assistant Secretary

Executive Offices:
250 East Carpenter Freeway
Irving, Texas 75062-2729

972.652.4000