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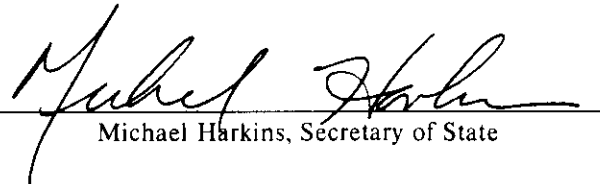
## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "AM CREDIT CORPORATION" MERGING WITH AND INTO "CHRYSLER CREDIT CORPORATION" UNDER THE NAME OF "CHRYSLER CREDIT CORPORATION" WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 1987, AT 1 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11453509

DATE: 11/03/1987