

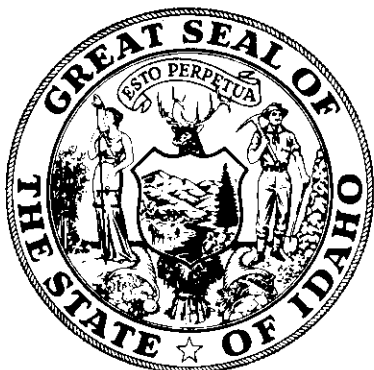


AMENDED CERTIFICATE OF AUTHORITY
OF
BA FINANCIAL SERVICES CREDIT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of BA FINANCIAL SERVICES CREDIT CORPORATION for an Amended 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 Amended Certificate of Authority to CHRYSLER FIRST FINANCIAL SERVICES CREDIT CORPORATION to transact business in this State under the name CHRYSLER FIRST FINANCIAL SERVICES CREDIT CORPORATION and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated November 3, 19 86.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

**APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, **Idaho Code**, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on July 11, 19 85, authorizing it to transact business in the State of Idaho under the name of _____

BA Financial Services Credit Corporation

2. Its corporate name has been changed to _____

Chrysler First Financial Services Credit Corporation

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

Chrysler First Financial Services Credit Corporation

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated September 3, 19 86

By _____

Its Vice President, S.A. Kennedy

And _____

Its Assistant Secretary, S.J. Mellott

STATE OF Pennsylvania)

COUNTY OF Lehigh) ss:

I, Grace Ann Brimmer, a notary public, do hereby certify that on this

3rd day of September, 19 86, personally appeared

(continued on reverse)

before me S.A. Kennedy, who being by me first duly sworn,

declared that he is the Vice-President of _____

CHRYSLER FIRST FINANCIAL SERVICES CREDIT CORPORATION

that he signed the foregoing document as Vice-President of the corporation and
that the statements therein contained are true.

Grace Ann Brimmer
Notary Public

GRACE ANN BRIMMER, NOTARY PUBLIC
ALLENTOWN, LEHIGH COUNTY
MY COMMISSION EXPIRES JULY 11, 1928
Member, Pennsylvania Association of Notaries

CONSENT TO USE OF NAME

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SEC. OF STATE
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Chrysler First Financial Services Corporation, a corporation organized under the laws of the State of Idaho, hereby consents to the change of name of BA Financial Services Credit Corporation to Chrysler First Financial Services Credit Corporation, in the State of Idaho.


IN WITNESS WHEREOF, the said Chrysler First Financial Services Corporation has caused this consent to be executed by its Vice President and attested under its corporate seal by its Assistant Secretary, this 15th day of September, 1986.

Chrysler First Financial
Services Corporation

By


S. A. Kennedy
Vice President

Attest:

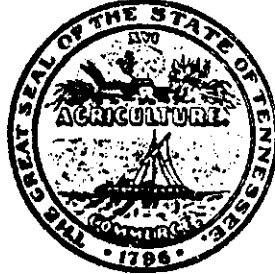

S. J. Mellott
Assistant Secretary

(Seal)

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SEC. OF STATE

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State of Tennessee



Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee,
do hereby certify that

BANCAMERICA FINANCIAL SERVICES CORPORATION OF NASHVILLE
was incorporated under the laws of the State of Tennessee
on November 22, 1983, and that the corporation is in good standing
with this office, having made all reports and paid all fees and taxes
due to date.

and amendments thereto:

(1) May 23, 1985, Changing the name to:

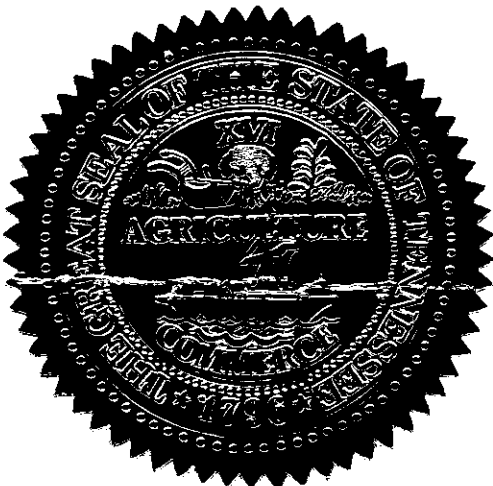
BA FINANCIAL SERVICES CREDIT CORPORATION

(2) January 16, 1986, Amending the principal address.

(3) March 7, 1986, Amending the principal address.

(4) May 9, 1986, Changing the name to:

CHRYSLER FIRST FINANCIAL SERVICES CREDIT CORPORATION



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 27th
day of October in the year of our Lord
nineteen hundred eighty-six.

Gentry Crowell
Secretary of State