

State of Idaho

Office of the Secretary of State

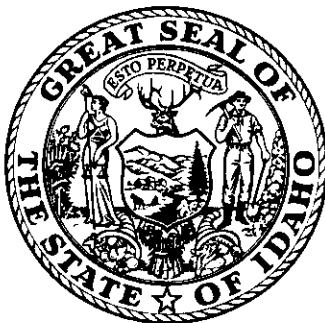
CERTIFICATE OF AUTHORITY
OF
DEALER SERVICES CORPORATION
dba DISCOVER DSC CORPORATION

File Number C 162816

I, BEN YSURSA, 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: 11 October 2005



Ben Yursa

SECRETARY OF STATE

By

[Signature]

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 OCT 11 AM 11:23

The undersigned Corporation applies for a Certificate of Authority and states as follows: **SECRETARY OF STATE**
STATE OF IDAHO

1. The name of the corporation is:

Dealer Services Corporation2. The name which it shall use in Idaho is: Discover DSC Corporation3. It is incorporated under the laws of: Delaware4. Its date of incorporation is: 02/11/2005

5. The address of its principal office is:

11555 N. Meridian St., Suite 220, Carmel, IN 46032

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702and its registered agent in Idaho at that address is: C T Corporation System8. The names and respective business addresses of its directors and officers are: **SEE ATTACHMENT**

Name	Office	Address
<u>John E. Fuller</u>	<u>President/Director</u>	<u>11555 N. Meridian St., Suite 220, Carmel, IN 46032</u>
<u>Martin McFarland</u>	<u>Treasurer/Secretary</u>	<u>11555 N. Meridian St., Suite 220, Carmel, IN 46032</u>
<u>Joel Schwartz</u>	<u>Director</u>	<u>245 Park Avenue, New York, NY 10167</u>
<u>Mei Hu</u>	<u>Director</u>	<u>245 Park Avenue, New York, NY 10167</u>
<u>David Roberts</u>	<u>Director</u>	<u>245 Park Avenue, New York, NY 10167</u>
<u>Josh Brain</u>	<u>Director</u>	<u>245 Park Avenue, New York, NY 10167</u>

Dated: May 20, 2005Signature: [Signature]Typed Name: John E. FullerCapacity: President

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

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 Revised 07/2002

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 IDAHO SECRETARY OF STATE
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C162816

**Attachment to Idaho
Officers & Directors**

1. Full Name: Robert Sullivan
Officer/Director: Director
Officer's Title:
Business Address: 2120 Stern Drive
City: Chattanooga
State: TN
ZIP Code: 37421
2. Full Name: Jack Kelley
Officer/Director: Director
Officer's Title:
Business Address: 9 North Parkway Sq., 4200 Northside Parkway
City: NW
Atlanta
State: GA
ZIP Code: 30327
3. Full Name: Micheal Hockett
Officer/Director: Director
Officer's Title:
Business Address: 1919 S. Post Rd.
City: Indianapolis
State: IN
ZIP Code: 46239

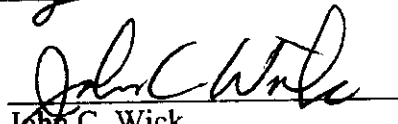
CORPORATE RESOLUTION

The undersigned hereby certifies that the following resolution was adopted at a meeting of the Board of Directors of Dealer Services Corporation, a Delaware corporation (this "Corporation").

RESOLVED: that this Corporation use the fictitious or assumed name "Discover DSC" or "Discover DSC Corporation" in all States where a name conflict exists for the Corporation's legal name and to carry business in such State under such fictitious or assumed name.

I CERTIFY THAT THE FOREGOING RESOLUTION IS IN FULL FORCE AND EFFECT AND HAVE NOT BEEN REVOKED OR RECINDED AS OF THIS DATE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed hereunto the seal of this corporation this 22 day of July, 2005.


John C. Wick
Secretary of Dealer Services Corporation

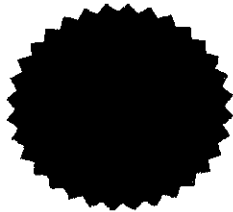
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEALER SERVICES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2005.

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050753432



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4181134

DATE: 09-26-05

TOTAL P.05