

State of Idaho

Office of the Secretary of State

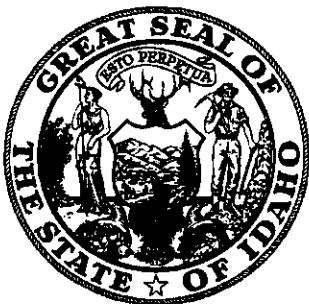
**CERTIFICATE OF WITHDRAWAL
OF
OMNI FINANCIAL SERVICES OF AMERICA, INC.**

File Number C 140235

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, 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 Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: August 10, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Okellberg*

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APPLICATION FOR CERTIFICATE OF WITHDRAWAL

JUL 26 10 57 AM '01

(Instructions on back of application)

SECRETARY OF STATE
STATE OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-1520, Idaho Code, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is _____

Omni Financial Services of America, Inc.

The name which it used in Idaho is the same as above

2. It is incorporated under the laws of Delaware
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation may be mailed is 90 The CIT Group, Inc.
650 CIT Drive, Livingston, NJ 07039
7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By

Robert J. Ingato

Its Executive Vice President
(specify capacity of signer)

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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ID024 - C T Filing Manager Online

IDAHO SECRETARY OF STATE
08/10/2001 05:00
CK: 85197 CT: 20168 BH: 412883
1 @ 20.00 = 20.00 FOR WITHDR # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

C140235

TOTAL P.03