

State of Idaho

Department of State

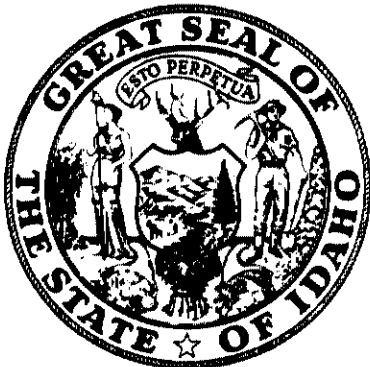
CERTIFICATE OF AUTHORITY OF

JAGUAR LEASING CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of JAGUAR LEASING CORPORATION for a 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 Certificate of Authority to JAGUAR LEASING CORPORATION to transact business in this State under the name JAGUAR LEASING CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated **October 28, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

Shirley J. Clark
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following **SECRETARY OF STATE**

OCT 28 9 08 AM '91

1. The name of the corporation is Jaquar Leasing Corporation

2. The name which it shall use in Idaho is Jaquar Leasing Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is 04/18/88 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

32 Loockerman Square, Suite L-100, Dover, Delaware 19901

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

109 Westpark Drive, Suite 330, Brentwood, TN 37027

7. The street address of its proposed registered office in Idaho is c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

lease passenger vehicles, floor plan financing, purchase of dealer

receivables and related activities

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William E. Odom</u>	<u>Chairman of the Board</u>	<u>The American Rd. Dearborn, MI 48121</u>
<u>Edsel B. Ford II</u>	<u>Director</u>	<u>The American Rd. Dearborn, MI 48121</u>
<u>George E. Watts</u>	<u>Director/Pres.</u>	<u>109 Westpark Dr. Brentwood, TN 37027</u>
<u>Dennis T. Delaney</u>	<u>Vice President</u>	<u>109 Westpark Dr. Brentwood, TN 37027</u>
<u>Timothy J. Dwyer</u>	<u>Vice President</u>	<u>109 Westpark Dr. Brentwood TN 37027</u>
<u>Louis R. Feagles</u>	<u>Vice President</u>	<u>109 Westpark Dr. Brentwood, TN 37027</u>

(continued on reverse)

Name	Office	Address
<u>Charles P. Ingersoll</u>	<u>Vice President</u>	<u>109 Westpark Drive, Brentwood, TN 37027</u>
<u>Cecilia A. Michalik</u>	<u>Vice President</u>	<u>109 Westpark Drive, Brentwood, TN 37027</u>
<u>Rene Ramirez</u>	<u>VICE PRESIDENT/ Asst. Secretary</u>	<u>109 Westpark Drive, Brentwood, TN 37027</u>
<u>William O. Staehlin</u>	<u>Treasurer</u>	<u>The American Rd, Dearborn, MI 48121</u>
<u>David M. Brandi</u>	<u>Asst. Treasurer</u>	<u>The American Rd, Dearborn, MI 48121</u>
<u>Hank S. Ross</u>	<u>Asst. Treasurer</u>	<u>The American Rd, Dearborn, MI 48121</u>
<u>Hurley D. Smith</u>	<u>Secretary</u>	<u>The American Rd, Dearborn, MI 48121</u>
<u>Richard P. Conrad</u>	<u>Asst. Secretary</u>	<u>The American Rd, Dearborn, MI 48121</u>
<u>Carol V. Rogoff</u>	<u>Asst. Secretary</u>	<u>The American Rd, Dearborn, MI 48121</u>

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: MAY 14, 1991

Jaguar Leasing Corporation

(Corporation Name)

By

[Signature]

Its ~~President~~ Vice President (please specify)

and

[Signature]

Its Secretary/ Assistant Secretary (please specify)

STATE OF TENNESSEE)

COUNTY OF WILLIAMSON)

) ss:

I, Kenneth R. Bergman, a notary public, do hereby certify that on

this 14th day of MAY, 19 91, personally appeared before

me DENNIS DELANEY & RENE RAMIREZ, who being by me first duly sworn, declared that ^{They} ~~the~~

^{are} ~~is~~ the VICE PRESIDENT AND ASST. SECRETARY of JAGUAR LEASING CORPORATION

^{They} that ~~he~~ signed the foregoing document as VICE PRESIDENT AND ASSISTANT SECRETARY of the corporation and that the statements therein contained are true.

[Signature]
Notary Public

KENNETH R. BERGMAN
Notary Public, State of Tennessee
Qualified in Williamson County
My Commission Expires April 5, 19 95



Oct 20 9 00 AM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY JAGUAR LEASING 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 DATE SHOWN BELOW.

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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: *3211437

DATE: 10/23/1991