

State of Idaho

Department of State.

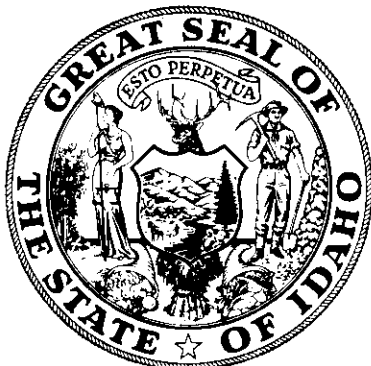
AMENDED CERTIFICATE OF AUTHORITY OF

CITICORP ACCEPTANCE COMPANY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CITICORP NATIONAL SERVICES, INC. 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 CITICORP NATIONAL SERVICES, INC. to transact business in this State under the name CITICORP NATIONAL SERVICES, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated January 2, 19 90.



Pete T. Cenarrusa
SECRETARY OF STATE

Sally J. Clark
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.

SECRETARY OF STATE

1. A Certificate of Authority was issued to the corporation by your office on September 8, 19 81, authorizing it to transact business in the State of Idaho under the name of CITICORP ACCEPTANCE COMPANY, INC.

2. Its corporate name has been changed to CITICORP NATIONAL SERVICES, INC.

(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 CITICORP NATIONAL SERVICES, INC.

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 December 20, 19 89.

CITICORP NATIONAL SERVICES, INC.

By [Signature] Its Vice President

And [Signature] Its Assistant Secretary

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) ss:

I, Lois A. Weidler, a notary public, do hereby certify that on this 20th day of December, 19 89, personally appeared

(continued on reverse)

before me Nancy C. Ferguson, who being by me first duly sworn.

declared that he is the Vice President of _____

CITICORP NATIONAL SERVICES, INC.

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

Lois A. Weidler

Notary Public

LOIS A. WEIDLER

Notary Public, State of Missouri

County of Jefferson

My Commission Expires August 16, 1991



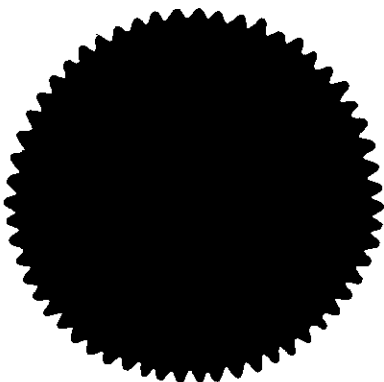
JAN 29 12 AM '90
SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "CITICORP ACCEPTANCE COMPANY, INC.", filed a Certificate of
Amendment, changing its corporate title to "CITICORP NATIONAL SERVICES, INC.", on the
fourteenth day of December, A.D. 1989, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-eighth day
of December in the year of our Lord
one thousand nine hundred and eighty-nine.



Michael Harkins
Michael Harkins, Secretary of State