

State of Idaho

Department of State

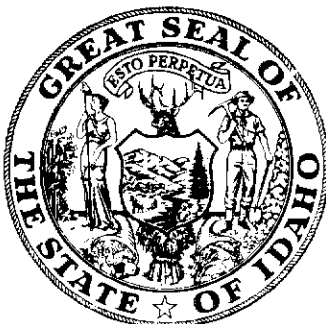
CERTIFICATE OF AUTHORITY OF

FIRST UNION AUTO FINANCE, INC.
File number C 120329

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

Dated: July 28, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is First Union Auto Finance, Inc.
- The name which it shall use in Idaho is _____
- It is incorporated under the laws of Delaware
- Its date of incorporation is 9/20/84
- The address of its principal office is 8740 Research Drive
Charlotte, NC 28288-0374
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is 200 North 23rd Street, Boise, Idaho 83702
_____, and its registered agent in Idaho at that address is The Prentice-Hall
Corporation System, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
Robert T. Atwood	Director	301 S. College Street Charlotte, NC 28288-0004
Edward E. Crutchfield	Director	301 S. College Street Charlotte, NC 28288-0001
John R. Georgius	Director	301 S. College Street Charlotte, NC 28288-0003
Robert L. Andersen	S.V.P.	301 S. College Street Charlotte, NC 28288-0630
James H. Hatch	S.V.P. & Treasurer	301 S. Tryon Street Charlotte, NC 28288-0201
Kent S. Hathaway	S.V.P. & Secretary	301 S. College Street Charlotte, NC 28288-0630
Betty B. Trautwein	President	8740 Research Drive Charlotte, NC 28288-0374

Dated: _____

First Union Auto Finance, Inc.
(Corporation name)

By *Robert L. Andersen*

Its Senior Vice President
(specify capacity of signer)

Customer Acct # :

IDAHO SECRETARY OF STATE
(if using pre-paid account)

67728/1597-09-00
CK: 8872 CT: 66741 BH: 24752

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State of Delaware
Office of the Secretary of State

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STATE OF DELAWARE

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST UNION AUTO FINANCE, INC." 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-FIRST DAY OF JULY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8567104

DATE: 07-21-97