

State of Idaho

Department of State

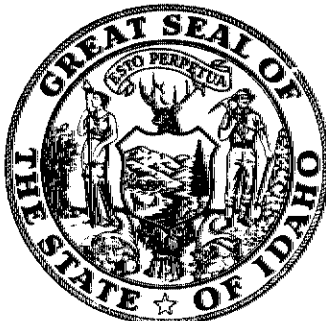
CERTIFICATE OF AUTHORITY OF

ASSOCIATES FINANCIAL SERVICES COMPANY OF DELAWARE, INC.
File number C 118526

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

Dated: March 4, 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:

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1. The name of the corporation is _____
SECRETARY OF STATE
STATE OF IDAHO
2. The name which it shall use in Idaho is Associates Financial Services Company of Delaware, Inc.
3. It is incorporated under the laws of Delaware
4. Its date of incorporation is 4/10/61 and its duration, if other than perpetual, is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
1013 Centre Road, Wilmington, Delaware 19805-1297
6. The address to which correspondence should be addressed, if different than item 5, is _____
P. O. Box 660237, Dallas, Texas 75266-0237
7. 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 Corporation Service Company
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
Finance company making unsecured loans and loans secured by first and second mortgages on residential property.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHMENT		

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

Dated: February 24, 1997

ASSOCIATES FINANCIAL SERVICES COMPANY
OF DELAWARE, INC.

(Corporation name)

By Karen L. Pahl
Its President, Vice-President, Secretary or Assistant Secretary
(phase specify)

Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 03/05/1997

0900 69758 2

CX #: 2731 CUST#: 66741

AUTH PRD 1@ 100.00= 100.00

CORP SUR 1@ 20.00= 20.00

*: C

ATTACHMENT TO APPLICATION
FOR CERTIFICATE OF AUTHORITY
FOR
ASSOCIATES FINANCIAL SERVICES COMPANY OF DELAWARE, INC.

DIRECTORS:

<u>NAME</u>	<u>SS#</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENTIAL ADDRESS</u>
Gavan P. Goss	442-70-1311	250 Carpenter Freeway, Irving, TX 75062-2729	1425 Rider Circle, Grapevine, TX 76051
Thomas R. Stone	304-44-4386	250 Carpenter Freeway, Irving, TX 75062-2729	4705 Shady Creek Lane, Colleyville, TX 76034
Jay E. Springer	397-44-1332	250 Carpenter Freeway, Irving, TX 75062-2729	315 Lake Trail, Double Oak, TX 75067

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SS#</u>	<u>BUSINESS ADDRESS</u>	<u>RESIDENTIAL ADDRESS</u>
Thomas R. Stone	President	304-44-4386	250 Carpenter Freeway, Irving, TX 75062-2729	4705 Shady Creek Lane, Colleyville, TX 76034
John F. Hughes	Sr EVP/Treasurer	257-72-2821	250 Carpenter Freeway, Irving, TX 75062-2729	6628 Clearhaven Circle, Dallas, TX 75248
Jay E. Springer	EVP	397-44-1332	250 Carpenter Freeway, Irving, TX 75062-2729	315 Lake Trail, Double Oak, TX 75067
Judith L. Leto	SVP/Controller	452-06-7491	250 Carpenter Freeway, Irving, TX 75062-2729	3913 Tracey Trail, Rowlett, TX 75098
Gregory M. Jewell	SVP	255-29-7122	250 Carpenter Freeway, Irving, TX 75062-2729	4227 West Creek Drive, Dallas, TX 75287
Timothy M. Hayes	Secretary	341-40-5293	250 Carpenter Freeway, Irving, TX 75062-2729	6624 Sahalee Drive, Ft. Worth, TX 76132
Patrick J. Greene	AVP/ Asst Secy	075-28-5225	250 Carpenter Freeway, Irving, TX 75062-2729	3014 E. Cortez Court, Irving, TX 75062
Paul A. Swan	AVP/Asst Secy	307-40-8293	c/o Ford Motor Company, The American Rd, WHQ, Dearborn, MI 48121	30594 Fox Club Drive, Farmington Hills, MI 48331
Frederic C. Liskow	Asst Secy	434-15-9625	250 Carpenter Freeway, Irving, TX 75062-2729	3623 Duchess Trail, Dallas, TX 75229
Karen L. Robb	Asst Secy	463-78-1131	250 Carpenter Freeway, Irving, TX 75062-2729	1307 Aransas Drive, Euless, TX 76039

State of Delaware

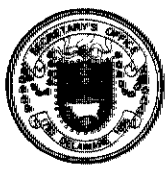
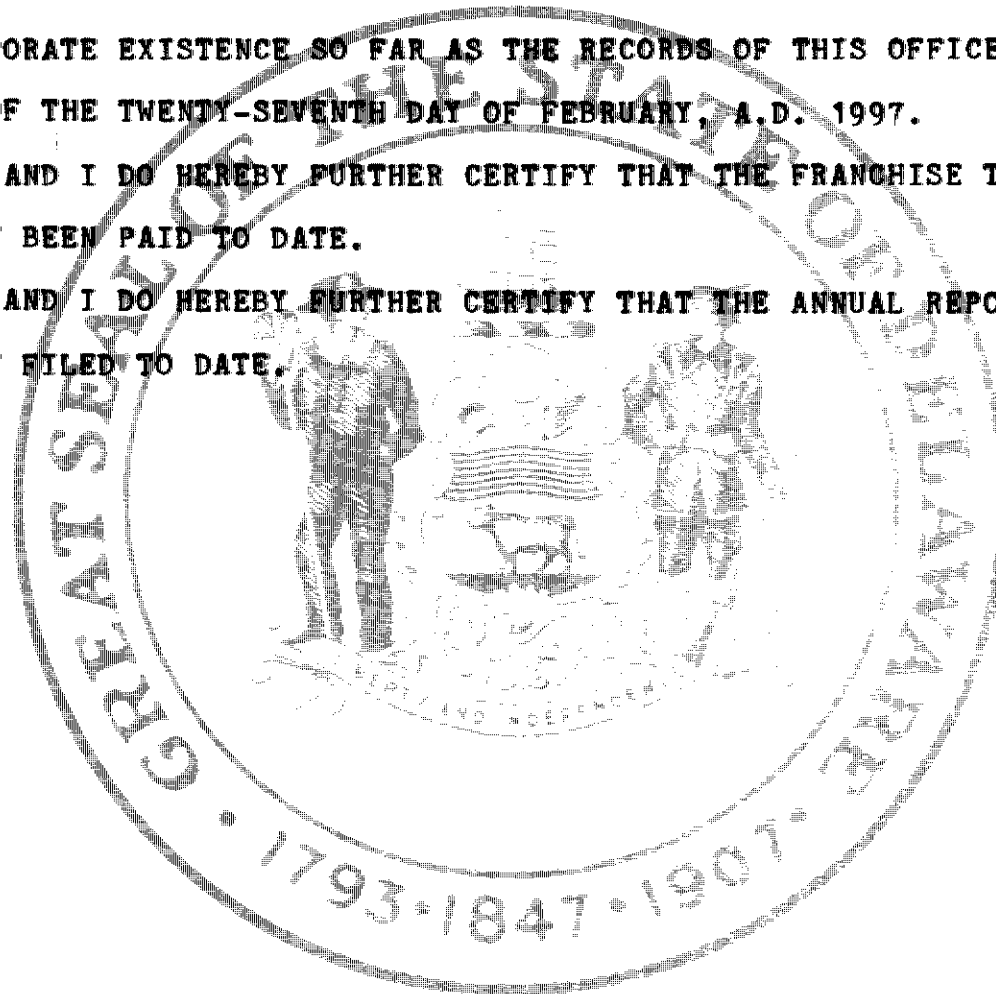
Office of the Secretary of State

MAR 4 2 52 PM '97

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASSOCIATES FINANCIAL SERVICES COMPANY OF DELAWARE, 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-SEVENTH DAY OF FEBRUARY, 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 8349828

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AUTHENTICATION: 02-27-97
DATE: