

State of Idaho

Department of State

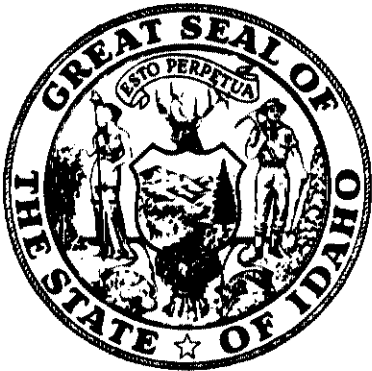
CERTIFICATE OF REGISTRATION OF

FINANCE PARTNERS NORTH AMERICA, LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~FINANCE PARTNERS NORTH AMERICA, L.P.~~ _____ for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to FINANCE PARTNERS NORTH AMERICA, L.P. to transact business in this State under the name FINANCE PARTNERS NORTH AMERICA, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated November 14, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Shirley J. Clark

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Nov 14 2 34 PM '91

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is FINANCE PARTNERS NORTH AMERICA, L.P.

2. The name which it shall use in Idaho is FINANCE PARTNERS NORTH AMERICA,
LIMITED PARTNERSHIP
(Must include, without abbreviation, the words "Limited Partnership.")

3. It is organized under the laws of Delaware

4. The date of its formation is October 21, 1991

5. The address of its registered or principal office in the state or country under the laws of which it is organized is 32 Lockerman Square, Suite L-100, Dover, DE 19901

6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall Corporation Systems, Inc., 877 Main Street, Boise, Idaho 83702-5858

7. The general character of the business it proposes to transact in Idaho is: to provide lease arrangements and retail installment sale financing to purchasers of Volvo automobiles, and to provide financing for Volvo dealers and others.

8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

Name	General or Limited	Address
<u>Volvo Finance North America, Inc.</u>	<u>General</u>	<u>25 Philips Parkway Montvale, NJ 07645</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____


(continued on reverse)

Name	General or Limited	Address
<u>12' M9 HE 5 HI NUN</u> <u>STATE OF NEW JERSEY</u>		

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated October 30, _____, 19 91 .

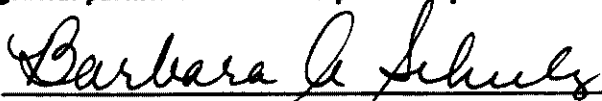
VOLVO FINANCE NORTH AMERICA, INC.

By 
Michael T. Duke, President
A General Partner

STATE OF New Jersey)
) ss:
COUNTY OF Bergen)

I, Barbara A. Schulz, a notary public, do hereby certify that on this 30th day of October, 19 91, personally appeared Michael T. Duke, President of Volvo Finance North America, Inc., who being by me first duly sworn, declared that ~~he~~ ^{she} is ~~a~~ ^{the} President of the FINANCE PARTNERS NORTH AMERICA, LIMITED PARTNERSHIP

that ~~he~~ ^{she} signed the foregoing document as ~~a~~ ^{the} general partner of the limited partnership and that the statements therein contained are true.


Notary Public

BARBARA A. SCHULZ
Notary Public of New Jersey
My Commission Expires Oct. 17, 1995

State of Delaware



NOV 14 2 34 PM '91
SECRETARY OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FINANCE PARTNERS NORTH AMERICA, L.P. IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL 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: *3228000

DATE: 11/07/1991