



AMENDMENT TO CERTIFICATE OR REGISTRATION OF LIMITED PARTNERSHIP

(Instructions on back of application)

FILED EFFECTIVE
2002 OCT -2 PM 2:15
IDAHO

1. The name of the limited partnership is: PREMIER AUTO FINANCE, L.P.

2. The date on which its certificate or registration of limited partnership was filed with the Idaho Secretary of State was February 16, 1994 and it's Domestic State is: Illinois

3. The certificate of limited partnership is amended as follows: (check appropriate box(es))
 - a. The name of the limited partnership is amended to read:

 - b. The name and business address of the registered agent are amended to read:
Corporation Service Company, 1401 Shoreline Drive, Suite 2, Boise, ID 83702
 - c. The name of each withdrawing general partner is:

 - d. The name and business address of each new general partner are:
(if more space is needed, continue in block f)

 - e. The business of the limited partnership is continued following an event of withdrawal of a general partner.
 - f. Other amendments (optional):

4. Signature of at least one general partner and all new general partners:

Signature Maureen Cullen

Typed Name Maureen Cullen, Attorney-in-Fact

Signature _____

Typed Name _____

Secretary of State use only

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Revised 01/2001

IDAHO SECRETARY OF STATE
10/02/2002 05:00
CK: 156092 CT: 74104 BH: 524742
1 @ 30.00 = 30.00 LP AMEND # 2

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