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State of Idaho

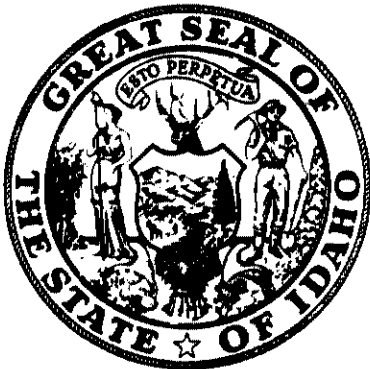
Department of State

CERTIFICATE OF AUTHORITY OF AUTOFINANCE GROUP, INC.

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

Dated August 7, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

APR 17 9 45 AM '91
SECRETARY OF STATE

1. The name of the corporation is AUTOFINANCE GROUP, INC.

2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is November 24, 1980 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 3400 W. Alameda Avenue, Burbank, CA 91505

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may qualify

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED LIST</u>		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

Name	Office	Address

- 10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.
- 11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 8/1/91

AUTOFINANCE GROUP, INC.
(Corporation Name)

By [Signature] A. E. Steinhaus
Its President / ~~Vice President~~ (please specify)

and [Signature] Blair T. Nance
Its Secretary / ~~Vice Secretary~~ (please specify)

STATE OF CALIFORNIA)
) ss:
COUNTY OF LOS ANGELES)

I, Kelly A. Meledy, a notary public, do hereby certify that on
this 1st day of August, 19 91, personally appeared before
me A. E. Steinhaus, who being by me first duly sworn, declared that (s)he
is the president of AUTOFINANCE GROUP, INC.

that (s)he signed the foregoing document as president of the corporation and that the statements therein contained are true.



[Signature]
Notary Public

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
A. E. Steinhaus	President & Director	3400 W. Alameda Avenue Burbank, CA 91505
Blair T. Nance	Secretary/ Treasurer	3400 W. Alameda Avenue Burbank, CA 91505
Elliot J. Cody	Assistant Secretary	3400 W. Alameda Avenue Burbank, CA 91505
Frank Borman	Director	3400 W. Alameda Avenue Burbank, CA 91505
Ron Brill	Director	3400 W. Alameda Avenue Burbank, CA 91505
Neil Diver	Director	3400 W. Alameda Avenue Burbank, CA 91505
Peter Gold	Director	3400 W. Alameda Avenue Burbank, CA 91505
Kenneth Langone	Director	3400 W. Alameda Avenue Burbank, CA 91505
W. Robert Lappin	Director	3400 W. Alameda Avenue Burbank, CA 91505
G. Alan Mebane IV	Director	3400 W. Alameda Avenue Burbank, CA 91505
Jack Meyer	Director	3400 W. Alameda Avenue Burbank, CA 91505
Preston Plumb	Director	3400 W. Alameda Avenue Burbank, CA 91505

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 24th day of November, 1980,

AUTOFINANCE GROUP, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
day of

10th July, 1991

March Fong Eu

Secretary of State

