

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
OMNI FINANCIAL SERVICES OF AMERICA, INC.**

File Number C 140235

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: August 10, 2001



Pete T. Cenarrusa
SECRETARY OF STATE

By *Monica Opelberg*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

AUG 10 10 45 AM '01

To the Secretary of State of Idaho:

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

SECRET
STATE

DATE
NO

- The name of the corporation is Omni Financial Services of America, Inc.
- The name which it shall use in Idaho is Omni Financial Services of America, Inc.
- It is incorporated under the laws of Delaware
- Its date of incorporation is July 12, 1995
- The address of its principal office is c/o The CIT Group, Inc., 650 CIT Drive, Livingston, NJ 07039
- The address to which correspondence should be addressed, if different from item 5, is _____
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street,
Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Anne Beroza</u>	<u>Director, Secretary</u>	<u>1211 Avenue of the Americas, NY, NY 10036</u>
<u>Robert J. Ingato</u>	<u>Director, Executive VP</u>	<u>650 CIT Drive, Livingston, NJ 07039</u>
<u>James P. Shanahan</u>	<u>Director, Vice President</u>	<u>650 CIT Drive, Livingston, NJ 07039</u>
<u>Glenn A. Votek</u>	<u>Executive VP & Treasurer</u>	<u>650 CIT Drive, Livingston, NJ 07039</u>
_____	_____	_____
_____	_____	_____

Dated: _____

Omni Financial Services of America, Inc.
(Corporation name)

By [Signature]

Its Executive Vice President
(specify capacity of signer)

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

g:\corpforms\ACA.pmf Revised 7/97

IDAHO SECRETARY OF STATE
08/10/2001 05:00
CK: 85197 CT: 20168 SM: 412883
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C146235

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMNI FINANCIAL SERVICES OF AMERICA, 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 NINTH DAY OF AUGUST, A.D. 2001.

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

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1288606

010390681

DATE: 08-09-01