



Department of State.

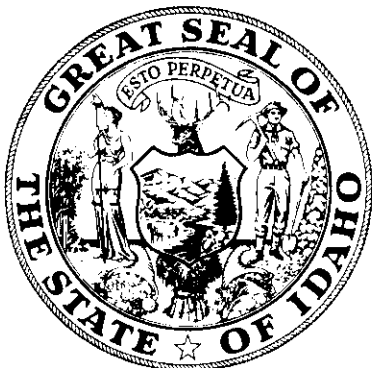
**CERTIFICATE OF AUTHORITY
OF**

BARCLAYSAMERICAN/FINANCIAL, INC.

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

Dated _____ **April 29** _____, 19**80** _____.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is _____

BARCLAYSAMERICAN/FINANCIAL, INC.

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

BARCLAYSAMERICAN/FINANCIAL, INC.

3. It is incorporated under the laws of **North Carolina**

4. The date of its incorporation is **Mar. 14, 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 **201 South Tryon Street, Charlotte, NC 28286**

6. The 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**

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

To engage generally in finance business, and, in addition, to engage in all other lawful acts or activities.

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

Name	Office	Address
SEE ATTACHED RIDERS		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	common	\$1

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>100,000</u>	<u>common</u>	<u>\$1.00</u>

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

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 3, 19 80

BARCLAYSAMERICAN/FINANCIAL, INC.

By

C. H. Kuebler

Its _____ President

and

W. T. ...

Its _____ Secretary

STATE OF North Carolina)

COUNTY OF Mecklenburg) ss:

I, Rosemary M. Shaver, a notary public, do hereby certify that on this 3rd day of April, 19 80, personally appeared before me C. H. Kuebler, who being by me first duly sworn, declared that he is the President of BARCLAYSAMERICAN/FINANCIAL, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Rosemary M. Shaver
Notary Public

My Commission Expires April 14, 1981

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

RIDER

BARCLAYSAMERICAN/FINANCIAL, INC.
DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
C. H. Kuebler	201 South Tryon Street Charlotte, NC 28286
R. B. Hendrix	201 South Tryon Street Charlotte, NC 28286
J. A. Reeder	201 South Tryon Street Charlotte, NC 28286

R I D E R

BARCLAYSAMERICAN/FINANCIAL, INC.
OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
C. H. Kuebler	President	201 South Tryon St. Charlotte, NC 28286
T. H. Freeland	Vice Pres.	201 South Tryon St. Charlotte, NC 28286
T. N. Scott	Vice Pres.	201 South Tryon St. Charlotte, NC 28286
R. M. Williams	Vice Pres.	201 South Tryon St. Charlotte, NC 28286
J. A. Reeder	Vice Pres.	201 South Tryon St. Charlotte, NC 28286
W. C. Tyser, Jr.	Secretary	201 South Tryon St. Charlotte, NC 28286
T. R. Bethune, Jr.	Treasurer	201 South Tryon St. Charlotte, NC 28286
J. W. Thyer	Asst. Secy.	201 South Tryon St. Charlotte, NC 28286

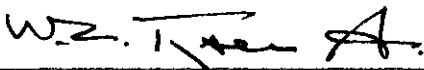
CONSENT TO RELEASE
REGISTRATION OF NAME

BarclaysAmerican/Financial, Inc., a corporation organized under the laws of the State of Kentucky, hereby authorizes the release of the name registration of BarclaysAmerican/Financial, Inc. in the State of Idaho; and

That BarclaysAmerican/Financial, Inc., a Kentucky corporation consents to the filing of an application for certificate of authority of BarclaysAmerican/Financial, Inc., a North Carolina corporation in the State of Idaho.

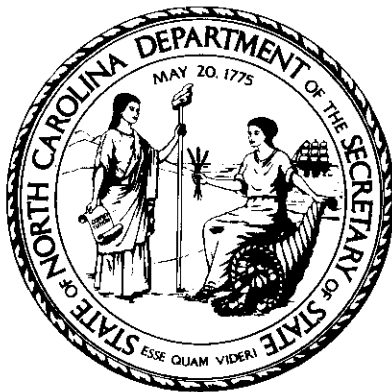
In Witness Whereof, the said BarclaysAmerican/Financial, Inc., a Kentucky corporation, has caused this authorization to be executed by its Secretary this 8th day of April, 1980.

BarclaysAmerican/Financial, Inc.



W. C. Tyser, Jr., Secretary

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

CHARTER DOCUMENTS

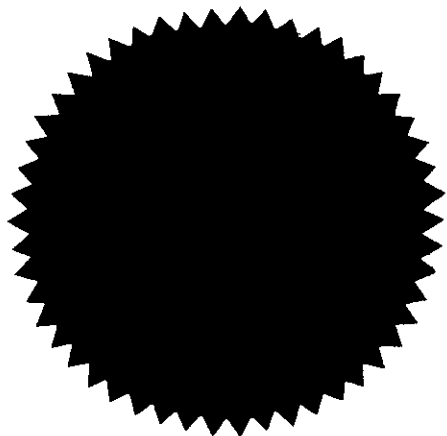
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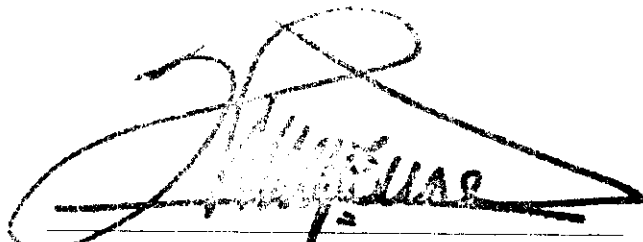
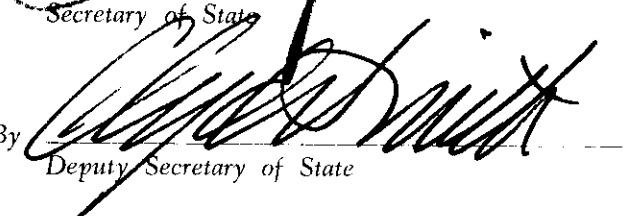
BARCLAYSAMERICAN/FINANCIAL, INC.

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 11th **day**
of April **in the year of our Lord 19** 80.




Secretary of State

By Deputy Secretary of State

ARTICLES OF INCORPORATION

OF

BARCLAYSAMERICAN/FINANCIAL, INC.

I, the undersigned natural person of the age of eighteen years or more, do hereby establish a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act" and the several amendments thereto, and to that end do hereby set forth:

1. The name of the Corporation is BarclaysAmerican/Financial, Inc.
2. The period of duration of the Corporation shall be perpetual.
3. The purposes for which the Corporation shall be organized are:
To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act.
4. The Corporation shall have authority to issue 100,000 shares designated Common Stock of the par value of \$1.00 per share. Each outstanding share of Common Stock of the Corporation shall be entitled to one vote on each matter submitted to a vote of shareholders and shall be without preference or pre-emptive rights.
5. The minimum amount of consideration for its shares to be received by the Corporation before it shall commence business is \$100.00.
6. The Board of Directors of this Corporation shall have power, by vote of a majority of the Directors, and without the assent or vote of the shareholders, to make, alter, amend

and rescind the By-Laws of this Corporation.

7. The address of the initial registered office of the Corporation is BarclaysAmerican Building, 201 South Tryon Street, Charlotte, ^{Mecklenburg County,} North Carolina 28286, and the name of the initial registered agent at such address is Roger B. Hendrix.
8. The number of directors of the Corporation may be fixed by the By-Laws, but shall not be less than three except as provided by G.S. 55-25. The number of directors constituting the initial Board of Directors shall be three, and the name and address of each person who is to serve as a director until the first meeting of shareholders or until their successors are elected and qualified are:

Name	Address
C. H. Kuebler	201 South Tryon Street Charlotte, North Carolina 28286
R. H. Griffin	201 South Tryon Street Charlotte, North Carolina 28286
R. B. Hendrix	201 South Tryon Street Charlotte, North Carolina 28286

9. The name and address of the incorporator is:

Name	Address
Wallace C. Tyser, Jr.	201 South Tryon Street Charlotte, North Carolina 28286

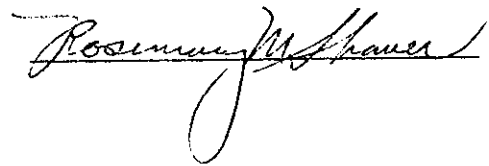
IN TESTIMONY WHEREOF, I have hereunto set my hand, this
13th day of March, A.D. 1980.

Wallace C. Tyser, Jr.
Wallace C. Tyser, Jr.

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

THIS IS TO CERTIFY, that on the 13th day of March, A.D. 1980, before me, a Notary Public, personally appeared Wallace C. Tyser, Jr., who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 13th day of March, A.D. 1980.

A handwritten signature in cursive script, reading "Rosamund M. Shaver", written over a horizontal line.

My Commission expires April 14, 1981



State of North Carolina

Certified Copy
from
The Department of The
Secretary of State