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State of Idaho

Department of State

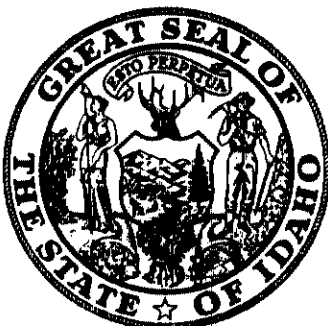
CERTIFICATE OF AUTHORITY OF

FIRST INVESTORS FINANCIAL SERVICES, INC.
DBA F.I.F.S.I.

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

Dated: February 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sherry B. Burt*

APPLICATION FOR CERTIFICATE OF AUTHORITY

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SEC. OF STATE

(Profit Corporation)

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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 First Investors Financial Services, Inc.
2. The name which it shall use in Idaho is F.I.F.S.I. the assumed name of First Investors Financial Services, Inc.
(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 Texas
4. The date of its incorporation is February 21, 1989 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 675 Bering Drive, Suite 110 Houston, Tx. 77057-2128
6. The address to which correspondence should be addressed, if different from that in Item 5. Same as #5
7. The street address of its proposed registered office in Idaho is 300 N. 6th St.
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 is proposed to pursue in the transaction of business in Idaho are: Indirect Automobile Lending

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only
IDAHO SECRETARY OF STATE
19930202 0900 48637 2
CK #: 3453 CUST# 1
CORPORATIO 18 60.00= 60.00
:

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

Name	Office	Address
Fentress Bracewell	Chairman of the Board	Bracewell & Patterson 2900 South Tower Pennzoil Pl., Houston, Tx
J. W. Smelley	Director	4550 Post Oak Place, Ste. 117, Houston, Tx
W. A. Stockard	Director	2001 Kirby, Ste. 901 Houston, Tx.
Tommy A. Moore, Jr.	President	675 Bering Drive, Ste. 110 Houston, Tx.
Bradley F. Bracewell	Director	3633 Rice Blvd. Houston, Tx.
W. A. Stockard, Jr.	Director	2001 Kirby, Ste. 901 Houston, Tx.
William J. Cato	Director	2001 Kirby, Ste. 901 Houston, Tx.
J. Randal Roberts	Director	5322 Saxon Dr., Houston, Tx.
Roberto Marchesini	Director (Sec/Tr)	675 Bering Drive, Ste. 110 Houston, Tx.

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: December 28, 1992

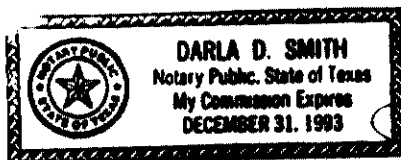
First Investors Financial Services, Inc.

By [Signature] (Corporation name) President
Tommy A. Moore, Jr.
Is President/Vice President (please specify)
and [Signature] Roberto Marchesini
Is Secretary/Assistant Secretary (please specify) Secretary

STATE OF Texas)
) ss:
COUNTY OF Harris)

I, Darla D. Smith, a notary public, do hereby certify that on
this 28th day of December, 19 92, personally appeared before
me Tommy A. Moore, Jr., who being by me first duly sworn, declared that (s)he
is the President of First Investors Financial Services, Inc.

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



[Signature]
Notary Public



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SEC. OF STATE

The State of Texas

Secretary of State

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IT IS HEREBY CERTIFIED, THAT

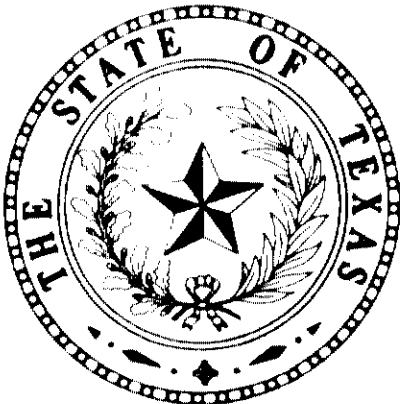
FIRST INVESTORS FINANCIAL SERVICES, INC.

FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED
A CERTIFICATE OF INCORPORATION ON

FEB. 21, 1989;

THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO
SIGNED MY NAME AND CAUSED TO BE
IMPRESSED HEREON THE SEAL OF STATE ON
JAN. 5, 1993



John Hannah Jr.
Secretary of State

Unanimous Written Consent of Directors

The undersigned being all of the members of the Board of Directors of First Investors Financial Services, Inc., (the "Company") hereby adopt the following resolution by unanimous written consent pursuant to Article 9.10(B) of the Texas Business Corporation Act;

RESOLVED, that the Board of Directors hereby authorize First Investors Financial Services, Inc. to do business in the State of Idaho under the assumed name of F.I.F.S.I.

Dated this 20th day of January, 1993.

W.A. Stockard
Mr. W. A. Stockard

W.A. Stockard, Jr.
Mr. W. A. Stockard, Jr.

Mr. Fentress Bracewell

Mr. Tommy A. Moore, Jr.

Mr. J. W. Smelley

William J. Cato
Mr. William J. Cato

Mr. Bradley F. Bracewell

Mr. J. Randal Roberts

Unanimous Written Consent of Directors

The undersigned being all of the members of the Board of Directors of First Investors Financial Services, Inc., (the "Company") hereby adopt the following resolution by unanimous written consent pursuant to Article 9.10(B) of the Texas Business Corporation Act;

RESOLVED, that the Board of Directors hereby authorize First Investors Financial Services, Inc. to do business in the State of Idaho under the assumed name of F.I.F.S.I.

Dated this 22ND day of January, 1993.

Mr. W. A. Stockard



Mr. Fentress Bracewell

Mr. J. W. Smelley

Mr. Bradley F. Bracewell

Mr. W. A. Stockard, Jr.

Mr. Tommy A. Moore, Jr.

Mr. William J. Cato

Mr. J. Randal Roberts

Unanimous Written Consent of Directors

The undersigned being all of the members of the Board of Directors of First Investors Financial Services, Inc., (the "Company") hereby adopt the following resolution by unanimous written consent pursuant to Article 9.10(B) of the Texas Business Corporation Act;

RESOLVED, that the Board of Directors hereby authorize First Investors Financial Services, Inc. to do business in the State of Idaho under the assumed name of F.I.F.S.I.

Dated this 20 day of January, 1993.

Mr. W. A. Stockard

Mr. W. A. Stockard, Jr.

Mr. Fentress Bracewell

Mr. Tommy A. Moore, Jr.



Mr. J. W. Smelley

Mr. William J. Cato

Mr. Bradley F. Bracewell

Mr. J. Randal Roberts

Unanimous Written Consent of Directors

The undersigned being all of the members of the Board of Directors of First Investors Financial Services, Inc., (the "Company") hereby adopt the following resolution by unanimous written consent pursuant to Article 9.10(B) of the Texas Business Corporation Act;

RESOLVED, that the Board of Directors hereby authorize First Investors Financial Services, Inc. to do business in the State of Idaho under the assumed name of F.I.F.S.I.

Dated this 27th day of January, 1993.

Mr. W. A. Stockard

Mr. W. A. Stockard, Jr.

Mr. Fentress Bracewell

Mr. Tommy A. Moore, Jr.

Mr. J. W. Smelley

Mr. William J. Cato



Mr. Bradley F. Bracewell

Mr. J. Randal Roberts

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93 FEB 1 PM 2:33 Unanimous Written Consent of Directors

The undersigned being all of the members of the Board of Directors of First Investors Financial Services, Inc., (the "Company") hereby adopt the following resolution by unanimous written consent pursuant to Article 9.10(B) of the Texas Business Corporation Act;

RESOLVED, that the Board of Directors hereby authorize First Investors Financial Services, Inc. to do business in the State of Idaho under the assumed name of F.I.F.S.I.

Dated this 27th day of January, 1993.

Mr. W. A. Stockard

Mr. Fentress Bracewell

Mr. J. W. Smelley

Mr. Bradley F. Bracewell

Mr. W. A. Stockard Jr.



Mr. Tommy A. Moore, Jr.

Mr. William J. Cato



Mr. J. Randal Roberts