

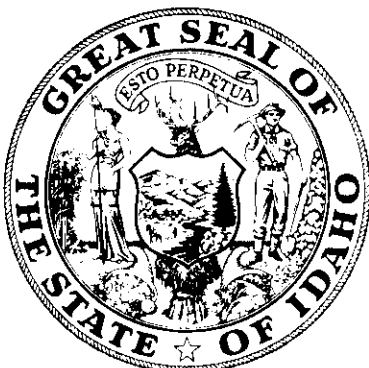
CERTIFICATE OF AUTHORITY
OF

BA FINANCIAL SERVICES CREDIT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BA FINANCIAL SERVICES CREDIT CORPORATION** 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 **BA FINANCIAL SERVICES CREDIT CORPORATION** to transact business in this State under the name **BA FINANCIAL SERVICES CREDIT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

Sperry J. Clark
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 BA Financial Services Credit Corporation

2. The name which it shall use in Idaho is BA Financial Services Credit Corporation

(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 State of Tennessee

4. The date of its incorporation is November 22, 1983 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 450 MacLellan Building, 722 Chestnut Street, Chattanooga, TN 37402

6. The address to which correspondence should be addressed, if different from that in item 5. BancAmerica Financial Services Corporation, 1105 Hamilton Street, Allentown, PA 18101

7. The street address of its proposed registered office in Idaho is 700 W. Idaho Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company

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

SEE EXHIBIT "A" ATTACHED

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

Name

Office

Address

SEE EXHIBIT "B" ATTACHED

(continued on reverse)

10. 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
1,000	Common	\$1.00

11. 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
1,000	Common	\$1.00

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

13. 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: June 11, 1985

BA FINANCIAL SERVICES CREDIT CORPORATION

By

C. J. Eby, Its ~~President~~ Vice President (please specify)

and

S. A. Kennedy, Its ~~Secretary~~ Assistant Secretary (please specify)

STATE OF PENNSYLVANIA)
)ss
COUNTY OF LEHIGH)

I, Sharon J. Mellott, a notary public, do hereby certify that on this 11th day of June, 19 85, personally appeared before me C. J. Eby, who being by me first duly sworn, declared that he is the Vice President of BA Financial Services Credit Corporation

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

Sharon J. Mellott
Notary Public

The purpose or purposes which the corporation proposes to pursue in the transaction of business in Mississippi are:

To buy, sell and otherwise deal in notes, open accounts and other similar evidences of debt and to lend money and engage in installment sales financing, and to take notes, open accounts, evidences of debt, conditional bills of sales, chattel and other mortgages, and other lien instruments, as collateral security therefor, and to charge therefor such amounts permitted by law.

BA FINANCIAL SERVICES CREDIT CORPORATION
(a Tennessee corporation)

DIRECTORS & OFFICERS

E. F. Rabenold	Director & President	1105 Hamilton Street Allentown, PA 18101
W. J. Fenza, Jr.	Director & Vice President	1105 Hamilton Street Allentown, PA 18101
D. A. McCoy	Director & Vice President	1105 Hamilton Street Allentown, PA 18101
R. T. Carlin	Vice President	1105 Hamilton Street Allentown, PA 18101
W. R. Hobson	Vice President	1105 Hamilton Street Allentown, PA 18101
W. J. Williams	Vice President	1105 Hamilton Street Allentown, PA 18101
C. J. Eby	Vice President & Secretary	1105 Hamilton Street Allentown, PA 18101
G. J. Giamalis	Treasurer	1105 Hamilton Street Allentown, PA 18101
S. A. Kennedy	Assistant Secretary	1105 Hamilton Street Allentown, PA 18101

State of Tennessee



Department of State

To All Whom These Presents Shall Come, Greeting:

I, Gentry Crowell, Secretary of State
of the State of Tennessee, do hereby certify that

BA FINANCIAL SERVICES CREDIT CORPORATION

was incorporated under the laws of the State of Tennessee
on November 22, 1983, and that the corporation is in
good standing with this office, having made all reports and paid
all fees and taxes due to date.



In Witness Whereof, I have hereto affixed my
signature and the Great Seal of the State, at Nashville,
this 28th day of June in the year
of our Lord nineteen hundred eighty-five.

Gentry Crowell
Secretary of State
by *Debbie L. Gentry*