

State of Idaho

Office of the Secretary of State

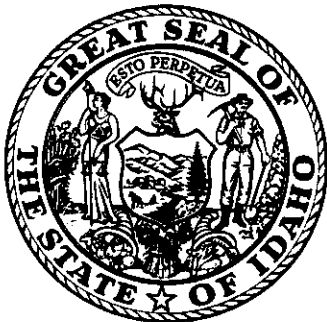
**CERTIFICATE OF AUTHORITY
OF
ABS FINANCE CO., INC.**

File Number C 148588

I, BEN YSURSA, 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: 8 April 2003



Ben Yursa

SECRETARY OF STATE

By

Shirley D. Davis



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

03 APR -8 AM 10:27

The undersigned Corporation applies for a Certificate of Authority and states as follows
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

ABS Finance Co., Inc.

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

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 12/26/02

5. The address of its principal office is:

250 Parkcenter Blvd., P.O. Box 20, Boise, Idaho 83726

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

7. The street address of its registered office in Idaho is: 250 Parkcenter Blvd., Boise, ID 83706

and its registered agent in Idaho at that address is: Charles F. Cole

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

Name	Office	Address
SEE ATTACHED LIST		

Dated: 4/1/03

Signature: [Signature]

Typed Name: KAYE L. O'RIORDAN

Capacity: VICE PRESIDENT AND CORPORATE SECRETARY

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

g:\corpforms\corp
forms\appforceofauthority_profit.pmf
Revised 07/2002

IDAHO SECRETARY OF STATE
04/08/2003 05:00
CK: 247329 CT: 26640 BH: 673582
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C148588

ABS FINANCE CO., INC.

<u>Director</u>	<u>Title</u>
Boyce C. Bailey	Director
John F. Boyd	Director
Paul G. Rowan	Director

<u>Officer</u>	<u>Title</u>
Paul G. Rowan	President
William H. Arnold	Vice President
Boyce C. Bailey	Vice President
Robert K. Banks	Vice President
Michael D. Bessent	Vice President & Assistant Treasurer
John F. Boyd	Vice President & Treasurer
Charles F. Cole	Vice President
C. Lee Mumford	Vice President
Kaye L. O'Riordan	Vice President & Secretary
Lincoln V. Sharp Jr.	Vice President
Julie Thomson Backe	Assistant Secretary
Carol L. Wood	Assistant Secretary

Boyce C. Bailey

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6152

John F. Boyd

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6534

Paul G. Rowan

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6692

William H. Arnold

Business: 250 Parkcenter Blvd.
P.O. Box 20
Boise, ID 83726
Phone: (208) 395-6208

Robert K. Banks

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6584

03/27/2003

Michael D. Bessent

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6557

Charles F. Cole

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6574

C. Lee Mumford

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6676

Kaye L. O'Riordan

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6302

Lincoln V. Sharp Jr.

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6520

Julie Thomson Backe

Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-5222

Carol L. Wood

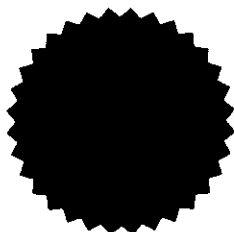
Business: 250 Parkcenter Blvd.
PO Box 20
Boise, ID 83726
Phone: (208) 395-6248

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABS FINANCE CO., 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 TWENTY-SEVENTH DAY OF MARCH, A.D. 2003.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3607564 8300

AUTHENTICATION: 2335465

030205075

DATE: 03-27-03