

State of Idaho

Department of State

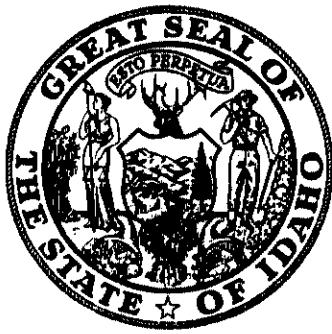
CERTIFICATE OF AUTHORITY OF

MERCURY MARINE ACCEPTANCE CORPORATION

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

Dated: March 5, 1993



Pete T. Cenarrusa
Pete T. Cenarrusa
SECRETARY OF STATE

By Sheryl Dahles

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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:

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SECRETARY OF STATE

1. The name of the corporation is MERCURY MARINE ACCEPTANCE CORPORATION

2. The name which it shall use in Idaho is MERCURY MARINE ACCEPTANCE 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 North Carolina

4. The date of its incorporation is November 09, 1992 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 NationsBank Corporate Center 100 N. Tryon St., Charlotte, N C 28255

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

NationsBank Corporate Center 100 N. Tryon St., Charlotte, N C 28255

7. The street 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

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

See Attached

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

Name

Office

Address

See Attached

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RIDER OF
PURPOSE CLAUSE

To engage in any lawful act or activity for which corporations
may be formed under the laws of this state.

DIRECTORS

Name

Amy Woods Brinkley
Business Address:

Residence Address:

Frederick Joel Chasteen
Business Address:

Residence Address:

Frank Lewis Gentry
Business Address:

Residence Address:

James Richards Trigg
Business Address:

Residence Address:

Social Security Number

239-02-8651
NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
19318 Betty Stough Road
Huntersville, NC 28078

258-70-5084
NationsBanc Financial Services
1979 Lakeside Parkway, Suite 900
Tucker, GA 30084
4815 Franklin Pond Road
Atlanta, GA 30342

251-68-3130
NationsBank Corporate Center
100 North Tryon Street
NC1007-12-02
Charlotte, NC 28255
3028 Brookmont Place
Charlotte, NC 28210

511-42-7745
NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
1579 Queens Road West
Charlotte, NC 28207

OFFICERS

Social Security Number

Name

President
James Richards Trigg
Business Address:

Residence Address:

Vice President
Frederick Joel Chasteen
Business Address:

Residence Address:

Secretary
Frank Lewis Gentry
Business Address:

Residence Address:

Treasurer
Amy Woods Brinkley
Business Address:

Residence Address:

511-42-7745
NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
1579 Queens Road West
Charlotte, NC 28207

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Huntersville, NC 28078

STATE OF NORTH CAROLINA



Department of The
Secretary of State
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SECRETARY OF STATE

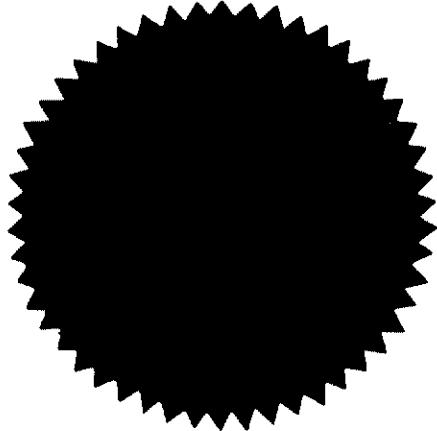
CERTIFICATE OF EXISTENCE

I, RUFUS L. EDMISTEN, Secretary of State of the State of North Carolina, do hereby certify that

MERCURY MARINE ACCEPTANCE CORPORATION

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 9th day of November, 1992.

I FURTHER certify that the said corporation's articles of incorporation have not been suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation has not been administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by G.S. 55-16-22 has not yet been submitted to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 3rd day of March, 1993.

A large, handwritten signature in black ink that reads "Rufus L. Edmisten".

Secretary of State