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Department of State.

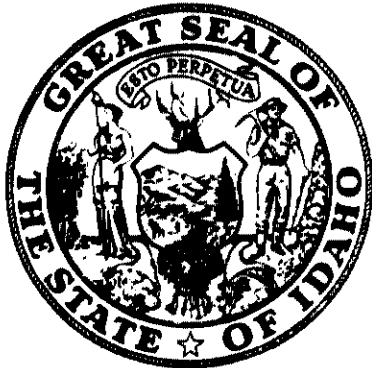
**CERTIFICATE OF AUTHORITY
OF**

MMSA CREDIT CORPORATION

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

Dated November 6, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

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:

1. The name of the corporation is MMSA Credit Corporation

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

(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 Delaware

4. The date of its incorporation is 8/10/90 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 c/o CT Corporation System, 1209 Orange Street, Wilmington, DE 19801

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

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 CT CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including that of conducting a motor vehicle sales finance company.

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

Name	Office	Address
<u>Richard D. Recchia</u>	<u>Pres., Sec'y</u>	<u>600-101 Brockton Court, Long Beach, CA 90803</u>
<u>John E. Zorger</u>	<u>Exec. Vice Pres., Treasurer, Ass't Sec'y</u>	<u>25831 Pecos Road, Laguna Hills, CA 92653</u>
<u>Richard D. Recchia</u>	<u>Director</u>	<u>-SAME AS ABOVE-</u>
<u>John E. Zorger</u>	<u>Director</u>	<u>-SAME AS ABOVE-</u>

(continued on reverse)

Name

Office

Address

- 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: 10/29/90

MMSA Credit Corporation

(Corporation Name)

By

[Signature]
Its President ~~Vice President~~ (please specify)

and

[Signature]
Its Assistant Secretary (please specify)

STATE OF California

COUNTY OF Orange

) ss:

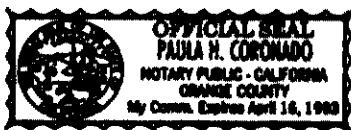
I, PAULA H. Coronado, a notary public, do hereby certify that on

this 29th day of October, 19 90, personally appeared before

me Richard D. Recchia & John E. Zarger, who being by me first duly sworn, declared that ^{they} (s)he

is the President & Asst. Secretary of MMSA Credit Corporation

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



Paula H. Coronado
Notary Public

State of Delaware

Nov 6 10 24 AM '90
SECRETARY OF STATE

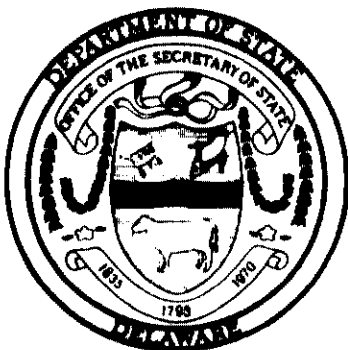


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY MMSA CREDIT CORPORATION 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 DATE SHOWN BELOW.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

| | | | | | | | | |



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 2842984
DATE: 11/02/1990