

State of Idaho

Department of State

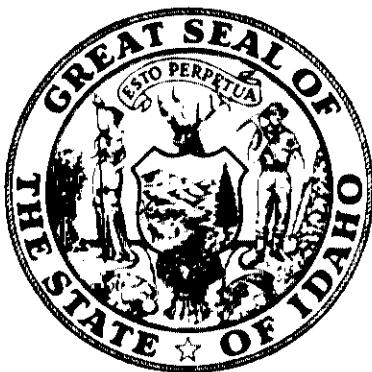
CERTIFICATE OF AUTHORITY OF

JEEP EAGLE SALES CORPORATION

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

Dated June 9, 1988



Pete T. Cenarrusa
SECRETARY OF STATE

John T. Clark
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 JEEP EAGLE SALES 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 July 17, 1987 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 1209 Orange Street, Wilmington, DE 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 12000 Chrysler Drive, Highland Park, MI 49299

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:
Buying and selling new and used motor vehicles, parts and accessories
at wholesale, franchising dealers, and associated activities.

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

Name

Office

Address

SEE ATTACHED

(continued on reverse)

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: May 27, 1987

JEEP EAGLE SALES CORPORATION

(Corporation Name)

By Joseph L. Arpen EMPLOYEE/Vice President (please specify)

and Dr. Kerec

S. Harlan [is Supervisor/Assistant Secretary (please specify)]

STATE OF MICHIGAN)

133:

COUNTY OF WAYNE

Lena Zolin

this 27th day of May, 1988, personally appeared before
me S. Harlan, who being by me first duly sworn, declared that (s)he
is the Assistant Secretary of Jeep Eagle Sales Corporation

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

Lena Johnson
Notary Public

JEEP EAGLE SALES CORPORATION

OFFICERS AND DIRECTORS

OFFICERS

NAME	TITLE	BUSINESS ADDRESS
E. T. Pappert	President	12000 Chrysler Drive Highland Park, MI 48288
Darrell L. Davis	Vice President	12000 Chrysler Drive Highland Park, MI 48288
Joseph L. Arpin	Vice President & Treasurer	12000 Chrysler Drive Highland Park, MI 48288
V. V. DiTommaso	Vice President & Controller	12000 Chrysler Drive Highland Park, MI 48288
Richard D. Houtman	Secretary	12000 Chrysler Drive Highland Park, MI 48288
S. Harlan	Assistant Secretary	12000 Chrysler Drive Highland Park, MI 48288

DIRECTORS

NAME	TITLE	BUSINESS ADDRESS
Joseph E. Cappy	Director	12000 Chrysler Drive Highland Park, MI 48288
B. E. Bidwell	Director	12000 Chrysler Drive Highland Park, MI 48288
E. T. Pappert	Director	12000 Chrysler Drive Highland Park, MI 48288

State of Delaware

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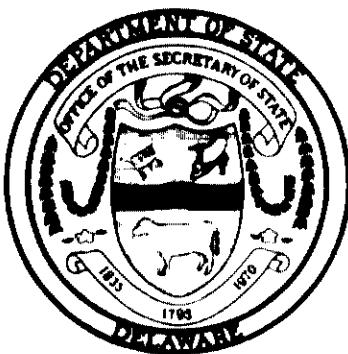
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SEC. OF STATE

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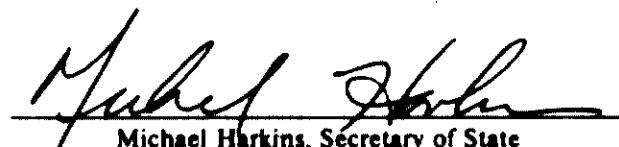
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY JEEP EAGLE SALES 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.

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Michael Harkins, Secretary of State

AUTHENTICATION: 11732978
DATE: 06/01/1988