

# P36872

Florida Department of State  
Division of Corporations  
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REGISTERED AGENT CHANGE

SUBARU OF AMERICA, INC.

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New Jersey submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : Subaru of America, Inc.

2. The mailing address of the corporation : 2235 Route 70 West, Cherry Hill, NJ 08002

3. Date of incorporation/qualification: 12.30.1991 Document number: P36872

4. The name and address of the current registered agent and office:  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

5. The name and address of the new registered agent (if changed) and/or registered office (if changed):  
(P. O. Box Not Acceptable)  
C T Corporation System  
c/o C T Corporation System, 1200 South Pine Island Road,  
Plantation, Florida 33324

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The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature] 9/5/03  
(Signature of an officer, chairman or vice chairman of the board) (Date)

Ann J. Williams, Attorney in Fact  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System  
By: [Signature] 9/5/03  
(Signature of Registered Agent) (Date)

If signing on behalf of an entity: ANN J. WILLIAMS  
Assistant Vice President  
(Typed or Printed Name) (Capacity)

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# CT Corporation POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Joseph T. Scharff, Vice President - Administration and Treasurer, of Subaru of America, Inc. (the "Corporation"), a corporation incorporated under the laws of New Jersey, does hereby appoint Anne Williams and Korri Behler as attorney-in-fact for the Corporation to act for the Corporation and in the name of the Corporation for the limited purposes authorized herein.

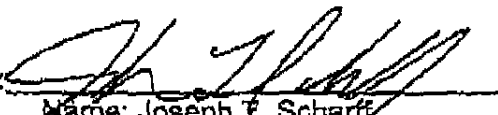
The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Corporation's registered agent and registered office, or the agent and office of similar import, in any state.

In the execution of any documents necessary for the purposes set forth herein, Korri Behler shall exercise the power of Vice President and Anne Williams shall exercise the power of Secretary.

This Power of Attorney expires when revoked by Joseph T. Scharff.

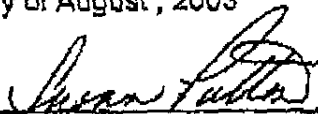
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 13th day of August, 2003.

Subaru of America, Inc.

By:   
Name: Joseph T. Scharff  
Title: Vice President - Administration and Treasurer

STATE OF New Jersey ) ss  
COUNTY OF Camden)

Subscribed and sworn to before me this 13th day of August, 2003

  
Notary Public

SUSAN PATTON  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES MAR. 25, 2003