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Chrysler Financial Company L.L.C.
Office of the General Counsel

April 20, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida Tel. 850 487-6052
Attention: Susan Payne

700003228047--4
-04/28/00--01001--012
*****35.00 *****35.00

Re: Declaration of Trust Filing
D9000000014 Chrysler
Trust

Dear Ms. Payne:

Enclosed per your request is an original certified copy of the Restated Certificate of Trust filed with the Delaware Secretary of State and a check in payment of the \$35.00 filing fee.

Please call me at (248) 948-3115 or Nancy A. Ceravolo at (248) 948- 3868 if additional information is needed.

Thank you for your assistance.

Very truly yours,

Gerald J. Connolly
Office of General Counsel

FILED
00 APR 27 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amend

Spayne

4/28/00

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHRYSLER TRUST", CHANGING ITS NAME FROM "CHRYSLER TRUST" TO "DCFS TRUST", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2000, AT 8:30 O'CLOCK A.M.

FILED
00 APR 27 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0389996

DATE: 04-19-00

**RESTATED CERTIFICATE OF TRUST
OF
CHRYSLER TRUST**

THIS Restated Certificate of Trust of CHRYSLER TRUST (the "Trust") is being duly executed and filed by the undersigned, as a trustee of the Trust, to amend and restate the original Certificate of Trust of the Trust which was filed on May 12, 1998 with the Secretary of State of the State of Delaware under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.) (the "Original Certificate of Trust").

The Original Certificate of Trust is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the business trust formed hereby is DCFS Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are The Bank of New York (Delaware), White Clay Center, Newark, Delaware 19711.

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Trust in accordance with Section 3811(a) of the Delaware Business Trust Act.

THE BANK OF NEW YORK (DELAWARE), not in its individual capacity but solely as Delaware Trustee

By: _____

Name: Patrick J. Burns, Sr.

Title: Sr. Vice President & Comptroller

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TALLAHASSEE, FLORIDA