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MAYER, BROWN & PLATT

190 SOUTH LA SALLE STREET

CHICAGO, ILLINOIS 60603-3441

PATRICIA E. BETTERLY

LAW CLERK

DIRECT DIAL (312) 701-8894

pbetterly@mayerbrown.com

MAIN TELEPHONE

312-782-0600

MAIN FAX

312-701-7711

June 21, 1999

500002920055--2

-06/30/99-01086-010

***350.00 ***350.00

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Registration of the business trust VW Credit Leasing, Ltd.

Dear Secretary of State:

Please find enclosed the Affidavit, necessary to register VW Credit Leasing, Ltd. as a business trust qualified to do business in the state of Florida. Please return certification of registration to the attention of Patricia Betterly.

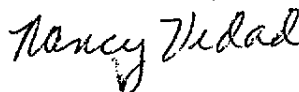
If you have any questions or need additional information, please do not hesitate to contact myself at (312) 701-8894 or Nancy Vidad at (312) 701-8401. Thank you in advance for your assistance.

Sincerely,



Patricia E. Betterly

Law Clerk



Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 25 PM 12:19

FILED

9341155.1 62499 837C 99528655

B. REGISTER

AUG 25 1999

CHICAGO BERLIN CHARLOTTE COLOGNE HOUSTON LONDON LOS ANGELES NEW YORK WASHINGTON

INDEPENDENT MEXICO CITY CORRESPONDENT: JAUREGUI, NAVARRETE, NADER Y ROJAS

INDEPENDENT PARIS CORRESPONDENT: LAMBERT ARMENIADES & LEE

W99-15468

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR QUALIFY

FILED

99 AUG 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WV Credit Leasing, Ltd.

A Business TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to Common Law Declarations of Trust, the undersigned, the Chairman of the Board of Trustees of WV Credit Leasing, Ltd.

(Name of Trust)

a Delaware Trust hereby affirms in order to file or qualify (State)

WV Credit Leasing, Ltd., in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.

2. The principal address is WV Credit Leasing, LTD. c/o WV Credit, Inc.

3800 Hamlin Road / Auburn Hills, MI 48326

3. The registered agent and office in the State of Florida is:

CT Corporation System / 1200 South Pine Island Road / Plantation, FL 33324

4. Acceptance by the registered agent: Having been named as registered agent to accept service of process for the above named Declaration of Trust at the place designated in this affidavit, I hereby accept the appointment as registered agent and agree to act in this capacity.

James M. Halpin
(Signature of Registered Agent)

James M. Halpin
Assistant Secretary

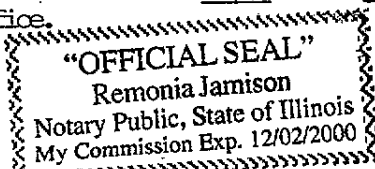
5. I certify that the attached is a true and correct copy of the Declaration of Trust under which the association proposes to conduct its business in Florida.

NOTARY

Melissa A Rosal
Name: MELISSA A. ROSAL

US BANK TRUST NATIONAL ASSOCIATION, not in its individual capacity
but solely as Trustee of the Trust.

Subscribed and sworn to before me on the 11 day of June, 1999, in witness whereof I hereto subscribe my name and attach the seal of my office.



Remonia Jamison
Notary Public

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 CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "VW CREDIT LEASING, LTD.", FILED IN THIS OFFICE ON THE SECOND DAY OF JUNE, A.D. 1999, AT 8:30 O'CLOCK A.M.

FILED
99 AUG 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



3050896 8100

991268282

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9841078

DATE: 06-30-99

FROM RICHARD S LAYTON & FINGER

(WED) 6. 2' 99 14:56/ST. 14:55/STATE OF DELAWARE 2
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 06/02/1999
991220447 - 3050896

**CERTIFICATE OF TRUST OF
VW CREDIT LEASING, LTD.**

This Certificate of Trust of VW Credit Leasing, Ltd. (the "Trust"), dated as of June 1, 1999 (the "Certificate of Trust"), is being duly executed and filed by Wilmington Trust Company and U.S. Bank Trust National Association, each as Trustee, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.).

1. Name. The name of the business trust formed hereby is VW Credit Leasing, Ltd.
2. Delaware Trustee. The name and business address of the Trustee of the Trust in the State of Delaware is Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890.
3. Duly Authorized. The Trustee is duly authorized to sign this Certificate of Trust.
4. Series Trust. The Trust may issue series of beneficial interests, having separate rights, powers or duties with respect to property or obligations of the Trust, as provided in 12 Del. C. §§ 3804 and 3806(b)(2), such that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the Trust generally, and, unless otherwise provided in the governing instrument, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other series thereof shall be enforceable against the assets of such series.
5. Powers of Attorney. VW Credit, Inc. (the "Company") has been designated by the Trustee and the Trust as the true and lawful attorney-in-fact for and on behalf of the Trust, with full power and authority to perform any and all acts related to managing, servicing, administering and collecting any part of the corpus of the Trust and is authorized and empowered to execute and deliver, on behalf and in the name of the Trust, any and all instruments, certificates or other documents relating thereto. The Company also has the right, power and authority to designate in writing other persons and entities ("Company Designees") as true and lawful attorneys-in-fact for and on behalf of the Trust to do anything that the Company has the power to do under this paragraph. Without limiting the generality of the foregoing, the Company or any Company Designee is hereby authorized and empowered by the Trust to execute and deliver, on behalf of the Trust, any and all applications for certificates of title or duplicates of such certificates in the name of the Trust, any and all applications for registrations of vehicles and/or license plates, any and all applications for transfers of certificates of title or registrations for vehicles and/or license plates, and any and all other instruments, certificates or other documents which the Company or a Company Designee deems necessary or advisable to record, hold or release title to and/or registration of motor vehicles in the name of the Trust. A photocopy or original of this Certificate of Trust shall have the same effect as an original, manually signed and acknowledged Power of Attorney.

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FILED
99 AUG 25 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM RICHARDS LAYTON & FINGER

(WED) 6. 2' 99 14:57/ST. 14:55/NO. 4261506250 P 3

IN WITNESS WHEREOF, the undersigned, being the Trustees of the Trust, have executed this Certificate of Trust as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By: 

Name:

Donald G. MacKelsian

Title:

Vice President

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Trustee

By: _____

Name: _____

Title: _____

FROM RICHARDS, LAYTON, & FINGER

(WED) 8. 25 99 14:57/ST. 14:55/NO. 4261506259 P. 4
P. 03/06

IN WITNESS WHEREOF, the undersigned, being the Trustees of the Trust, have executed this Certificate of Trust as of the date first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee

By: _____
Name: _____
Title: _____

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as Trustee

By: Melissa A. Rosal
Name: MELISSA A. ROSAL
Title: Vice President

FROM RICHARDS LAYTON & FINGER

(WED) 6. 2 '99 14:57/ST. 14:55/NO. 4261506250 P 5

Acknowledgment

STATE OF DELAWARE)

COUNTY OF NEW CASTLE)

)ss.

On this 14 day of June 1999, before me personally appeared Donald G. MacKelcan, who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Kathleen A. Pedelini
Notary Public

My commission expires:
KATHLEEN A. PEDELINI

NOTARY PUBLIC-DELAWARE

My Commission Expires Oct. 31, 2002

FROM RICHARDS LAYTON, S FINGER

(WED) -6. 2' 99 14:57/ST. 14:55/NO. 4261506250 P. 04/06

FILED

99 AUG 25 PM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDAAcknowledgment

STATE OF ILLINOIS)

)ss.

COUNTY OF COOK)

On this 1st day of June 1999, before me personally appeared MELISSA A. TROTT, who acknowledged himself to be an officer of the above Trustee, and that he, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained as the free act and deed of said Trustee, and as his free act and deed as an officer of said Trustee.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Remonia Jamison
Notary Public

My commission expires:

