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-11/23/99--01024--007  
\*\*\*\*350.00 \*\*\*\*350.00

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

Subaru Auto Leasing, Ltd.

~~DE~~ DELAWARE  
BUSINESS TRUST

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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LAURA EARNES  
SECRETARY OF STATE  
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AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA  
TO FILE OR QUALIFY

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TALLAHASSEE, FLORIDA

Subaru Auto Leasing, Ltd.

**A** Delaware 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 Subaru Auto Leasing, Ltd.

(Name of Trust)

a Delaware Trust hereby affirms in order to file or qualify

(State)

Subaru Auto Leasing, Ltd., in the State of Florida.

(Name of Trust)

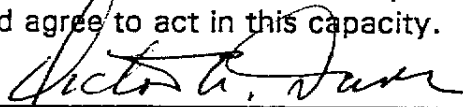
1. Two or more persons are named in the Trust.
2. The principal address is 1100 North Market Street, Wilmington, DE 19890

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

CT Corporation System

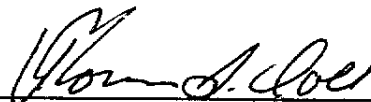
1200 South Pine Island Road, Plantation, FL 33324

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.

 VICTOR A. DUVA

(Signature of Registered Agent) Assistant Vice President

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.



Name: Thomas J. Doll, President of Subaru Leasing Corp.,  
Chairman of the Board of Trustees as Attorney-In-Fact for  
Subaru Auto Leasing, Ltd.


NOTARY

CONSENT TO USE OF NAME


Subaru Leasing Corp., a corporation organized under the laws of the State of New Jersey,  
hereby consents to the qualification of Subaru Auto Leasing, Ltd.

IN WITNESS WHEREOF, the said Subaru Leasing Corp., has caused this Consent to be  
executed by its president and attested under its corporate seal by its secretary, this 3rd day of  
November, 1999.

Subaru Leasing Corp.

By:   
Name: Thomas J. Doll  
Title: President

ATTEST:

  
Name: Joseph T. Scharff  
Title: Secretary

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TALLAHASSEE, FLORIDA

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SUBARU AUTO LEASING, LTD." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF BUSINESS TRUST REGISTRATION, FILED THE FIFTEENTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SIC, LTD." TO "SUBARU AUTO LEASING, LTD.", FILED THE TWENTY-FIRST DAY OF OCTOBER, A.D. 1999, AT 8:30 O'CLOCK A.M.

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TALLAHASSEE, FLORIDA



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

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AUTHENTICATION: 0089867

DATE: 11-18-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF TRUST OF  
SLC, LTD.**

This Certificate of Trust of SLC, Ltd. (the "Trust"), dated as of April 14, 1999 (the "Certificate of Trust"), is being duly executed and filed by Wilmington Trust Company, as Delaware 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 SLC, 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 19890-0001, Attn: Corporate Trust Administration.
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. Subaru Leasing Corp. (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.
6. Effective Date. This Certificate of Trust shall be effective upon filing.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 04/15/1999  
991147975 - 3030191

FROM RICHARDS, LAYTON & FINGER #10

(THU) 4. 15' 99 12:31/ST. 12:30/NO. 4861878560 P 3

IN WITNESS WHEREOF, the undersigned, being the Trustee of the Trust, has executed this Certificate of Trust as of the date first above written and in accordance with Section 3811(a)(1) of the Act.

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

By: 

Name: Norma P. Closs

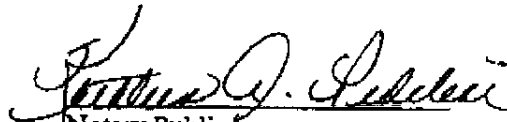
Title: Vice President

Acknowledgment

STATE OF DELAWARE )  
 )ss.  
COUNTY OF NEW CASTLE )

On this 14th day of April 1999, before me personally appeared Norma P. Gloss, who acknowledged himself to be an officer of the above Delaware 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 Delaware Trustee, and as his free act and deed as an officer of said Delaware Trustee.

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

  
Notary Public

My commission expires:  
KATHLEEN A. PEDELINI  
NOTARY PUBLIC DELAWARE  
My Commission Expires Oct. 31, 2002

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF TRUST  
OF  
SLC, LTD.**

THIS Certificate of Amendment of SLC, LTD. (the "Trust"), dated October 21, 1999, is being duly executed and filed by the undersigned trustee to amend a Certificate of Trust of a business trust created under the Delaware Business Trust Act, 12 Del. C. § 3801, et seq., (the "Act").

1. Name. The name of the business trust is SLC, Ltd.
2. Amendment to Certificate of Trust. The Certificate of Trust of the Trust is hereby amended by changing the name of the Trust to Subaru Auto Leasing, Ltd. Each other provision of the Certificate of Trust shall remain unmodified and in full force and effect.
3. Effective Date. This Certificate of Amendment shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned trustee of the Trust has executed this Certificate of Amendment as of the date and year first above written and in accordance with Section 3811(a)(2) of the Act.

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

By: Mary Kay Pupillo  
Name: Mary Kay Pupillo  
Title: Financial Services Officer

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