

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF TRUST

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida

It is hereby certified that:

1. The name of the business trust (hereinafter referred to as the "trust") is

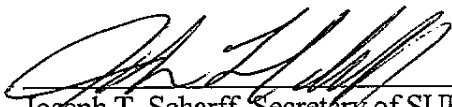
SUBARU AUTO LEASING, LTD., A DELAWARE BUSINESS TRUST

2. Article 3 of the Certificate of Trust of the trust, is hereby amended to read
as follows:

" The address of the registered office of the trust in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301, and the name of the registered agent for service of process on the trust is Corporation Service Company. The business office of the said registered agent is identical with the said registered office."

3. The undersigned person is a trustee of the trust.

Signed on *October 3, 2001*



Joseph T. Scharff, Secretary of SUBARU
LEASING, CORP., Attorney-In Fact for SUBARU
AUTO LEASING, LTD., A DELAWARE BUSINESS TRUST

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AGENT AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

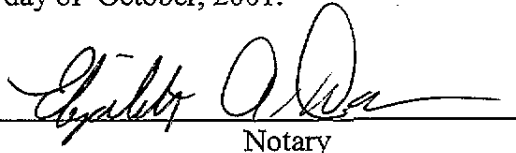
I hereby acknowledge and accept the appointment of registered agent(s) for and on behalf of SUBARU LEASING, LTD., A DELAWARE BUSINESS TRUST

Corporation Service Company



Christine J. Gates, Asst. V.P

Sworn to and subscribed before me on this 12th day of October, 2001.


Notary

Elizabeth A. Dawson
COMMISSION EXPIRES
MAY 17, 2005