ACCOUNT NO. : 072100000032

REFERENCE :

422438

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : August 14, 2001

ORDER TIME : 9:48 AM

ORDER NO. : 422438-610

CUSTOMER NO: 7109348

CUSTOMER: Ms. Susan Patton

Subaru Of America, Inc.

2235 Route 70 West

Cherry Hill, NJ 08002

CHANGE OF AGENT

000004638060--6

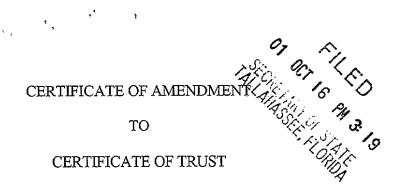
NAME: SUBARU AUTO LEASING, LTD.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY XX PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

Please give original submission date as flie date.



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.

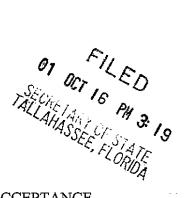
Signed on

Joseph T. Scharff, Secretary of SUBARU

October 3, 2001

LEASING, CORP., Attorney-In Fact for SUBARU

AUTO LEASING, LTD., A DELAWARE BUSINESS TRUST



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.

inotary

Elizabeth A. Dawson COMMISSION EXPIRES MAY 17, 2005