Document Number Only CT Corporation System Requestor's Name 660 East Jefferson Street **Address** Tallahassee, FL 32301 222-1092 300002441463--0 -02/26/98--01054--004_ City State Zip Phone *****35.88 *****35.00 **CORPORATION(S) NAME** () Profit () NonProfit Amendment () Merger () Foreign () Dissolution/Withdrawal () Mark () Limited Partnership () Annual Report () Other () Change of R.A. () Reinstatement () Name Registration ()Fictitious Name) UCC Filing () Photo Copies () CUS () Certified Copy () Call When Ready () Call if Problem () After 4:30 () Walk In () Will Wait () Pick Up () Mail Out Name Availability Please Return Extra Copies Document File Stamped. Examiner Thank You!!! Updater Verifier Acknowledgment W.P. Verifier

CR2E031 (1-89)



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 27, 1998

CT Corporation System 660 East Jefferson Street Tallahassee, FL 32301

SUBJECT: GMAC FINANCIAL SERVICES CORPORATION

Ref. Number: F97000002037

We have received your document for GMAC FINANCIAL SERVICES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please change the date in paragraph 4 to December 17, 1997 to reflect the same date as the certified copy from Delaware.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 498A00011129

annette,

Please backdate this filing. Thank you Office - CT

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

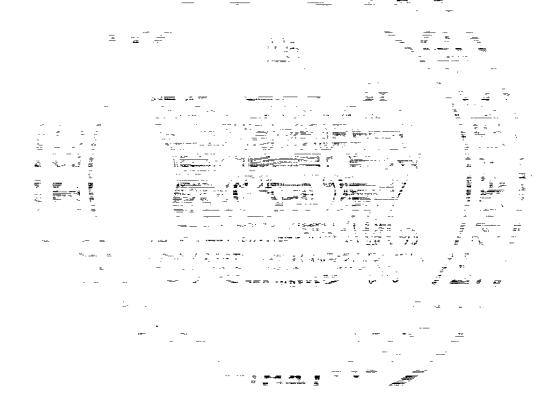
ALASSI BE
SECTION I (1-3 must be completed)
1. CMAC Financial Services Corporation Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 18, 1997
SECTION II (4-7 complete only the applicable changes)
4. If the amendment changes the name of the corporation, when was the chang effected under the laws of its jurisdiction of incorporation?
-Dec. 17, 1997
5. Name of corporation after the amendment, adding suffix "corporation," "company," "icorporated," or appropriate abbreviation, if not contained in new name of the corporation
General Motors Acceptance Corporation
6. If the amendment changes the period of duration, indicate new period of duration.
No Change
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
Signature Date

Cathy L. Quenneville,

Secretary

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GMAC FINANCIAL SERVICES CORPORATION", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "GENERAL MOTORS ACCEPTANCE CORPORATION", THE SEVENTEENTH DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.





Edward J. Freel, Secretary of State

AUTHENTICATION:

8855964

DATE