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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

United ~~Auto~~ Fourth Funding

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Ordered By: _____

Date: _____

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. UnitedAuto Fourth Funding, Inc.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. January 23, 1998 4. Perpetual
(Date of Incorporation) (Duration)
5. _____
(Federal Employer Identification number, if applicable)
6. February 3, 1998
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 800 Perinton Hills Office Park, Fairport, New York 14450
(Current mailing address)
8. To purchase, finance and sell autoloan receivables.
(Corporate purpose and nature of business in which it is engaged in Florida)
9. Names and addresses of officers and or directors:

A. Directors:

~~Chairman~~ Director: Richard J. Harrison
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

~~Vice Chairman~~ Director: Suzanne A. O'Connor
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Director: Lowell C. Patric
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Director: _____
Address: _____

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B. Officers:

President: Richard J. Harrison
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Vice President: Suzanne A. O'Connor
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Secretary: Mary F. Hulburt
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Treasurer: Mary F. Hulburt
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

(If needed, you may attach an addendum to the application listing additional officers and directors.) (Please see attached Exhibit A)

10. Name and Street address of Florida registered agent:

Name: NationsCorp Registered Agents, Inc.
Office Address: 526 E. Park Avenue
Tallahassee, Florida 32301
Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: *Dee B. Young*

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *Suzanne A O'Connor*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Suzanne A. O'Connor, Vice President
(Name and capacity of person signing application)

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Exhibit A (Florida)

B. Officers (cont):

Vice President: Linda K. Stewart
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Vice President: Lowell C. Patric
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

Assistant
Secretary: Gregory F. Brett
Address: 800 Perinton Hills Office Park
Fairport, New York 14450

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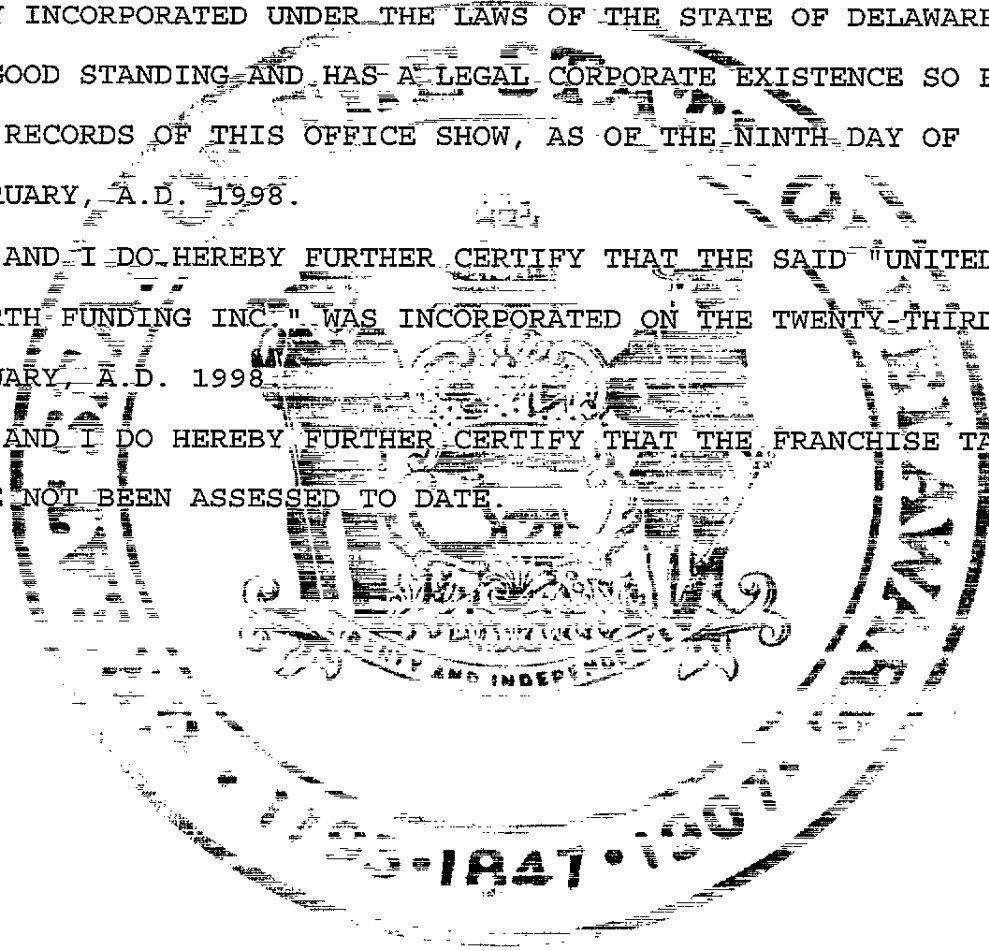
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITEDAUTO FOURTH FUNDING INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UNITEDAUTO FOURTH FUNDING INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8911080

DATE:

02-09-98