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Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002585317--0

-07/10/98--01061--013

*****70.00 *****70.00

Ford Motor Vehicle Assurance Company

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|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Co. | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUL 10 1998

Thanks,
Jeff

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. FORD MOTOR VEHICLE ASSURANCE COMPANY

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Michigan

(State or country under the law of which it is incorporated)

3. Pending

(FEI number, if applicable)

4. June 24, 1998

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. The American Road, Dearborn, Michigan 48121

(Current mailing address)

8. To provide warranty analysis, warranty claims processing, and assist in identifying and monitoring warranty cost reductions.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

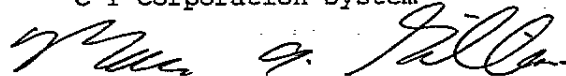
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

Marc A. Gillis - Assist. Vice President

(Type Name and Title of Officer)

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11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter Sherry, Jr., Secretary

(Typed or printed name and capacity of person signing application)

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LIST OF OFFICERS & DIRECTORS
FOR
FORD MOTOR VEHICLE ASSURANCE COMPANY

A. *Directors*

1. **William Connelly**
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 411 South Woodward, #503
Birmingham, MI 48009

Social Security No.: 301-36-5166
2. **Art Fitzgerald**
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 1645 Spotswood Drive
Bloomfield Hills, MI 48302

Social Security No.: 341-32-4057
3. **Craig Green**
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 7335 Colony Drive
West Bloomfield, MI 48323

Social Security No.: 514-46-9683
4. **James Moritz**
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 1013 Audubon Road
Grosse Pointe Park, MI 48130

Social Security No.: 364-52-6029
5. **Thomas Rackley**
Business Address: The American Road
Dearborn, MI 48121

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Residence Address: 265 Larchlea
Birmingham, MI 48009

Social Security No.: 160-36-0218

B. Officers

1. **William Connelly** *Chairman of the Board and CEO*
*see above

3. **Art Fitzgerald** *President*
*see above

4. **Craig Green** *Vice President and Controller*
*see above

5. **Thomas Rackley** *Vice President and Chief Insurance Officer*
*see above

6. **Ann Marie Petach** *Treasurer*
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 2120 Brockman Blvd.
Ann Arbor, MI 48104

Social Security No.: 157-60-2988

7. **Jan Bertsch** *Assistant Treasurer*
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 8621 Bunton Road
Willis, MI 48191

Social Security No.: 378-64-3794

8. **Peter Sherry, Jr.** *Secretary*
Business Address: The American Road
Dearborn, MI 48121

Residence Address: 204 S. Glengarry
Bloomfield Hills, MI 48301

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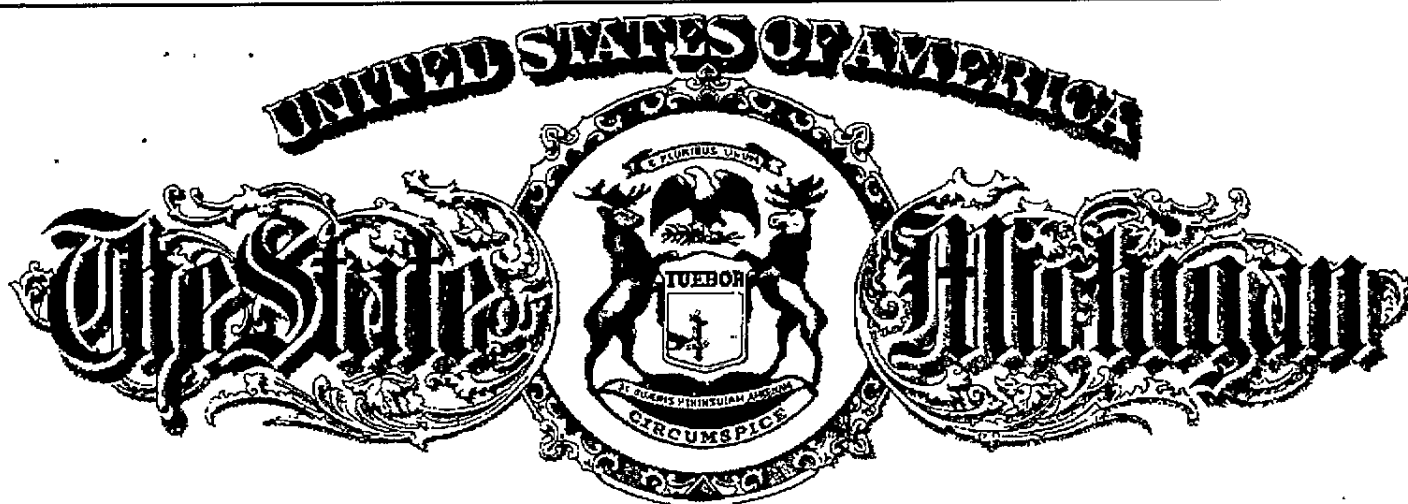
Social Security No.: 375-28-6091

9. **Paul Swan** *Assistant Secretary*
Business Address: The American Road
Dearborn, MI 48121

Residence: 30594 Fox Club Drive
Farmington, MI 48331

Social Security No.: 307-40-8293

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Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

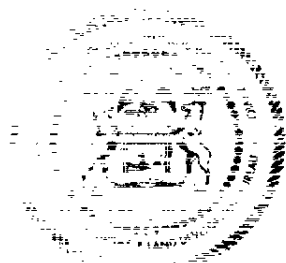
FORD MOTOR VEHICLE ASSURANCE COMPANY

was validly incorporated on June 24, 1998, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this State.

This certificate is issued to attest to the fact that the corporation is in good standing in this office as of this date and is duly authorized to transact business or conduct affairs in Michigan and for no other purpose. It is in the usual form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 7th day of July, 1998.



173 0377125

Julie Croll

, Director

Corporation, Securities and Land Development Bureau