



THE UNITED STATES
CORPORATION
COMPANY

F980000005898

ACCOUNT NO. : 072100000032

REFERENCE : 005338 7165759

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 22, 1998

ORDER TIME : 11:58 AM

ORDER NO. : 005338-005

CUSTOMER NO: 7165759

CUSTOMER: Ms. Lisa Mayner
Consumer Acceptance
2345 South Lynhurst Drive
Suite 210
Indianapolis, IN 46241

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 22 PM 1:45

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10/22

FOREIGN FILINGS

NAME: CONSUMER ACCEPTANCE
CORPORATION

800002670348--0
-10/22/98--01084--005
*****78.75 *****78.75

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

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DIVISION OF CORPORATIONS

**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. Consumer Acceptance Corporation
(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. State of Indiana 3. 91-1914495
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 06/23/98 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. none to-date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2345 South Lynhurst Drive, Suite 210
Indianapolis, IN 46241
(Current mailing address)
8. Automobile sales finance
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Corporation Service Company
- Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip code)

10. 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.

Judith L. Blane
(Registered agent's signature)

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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: SEE ATTACHED

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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. John J. Sabl, Secretary

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

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CONSUMER ACCEPTANCE CORPORATION

Directors

Rollin M. Dick
Stephen C. Hilbert
Thomas J. Kilian

Officers

<u>Name</u>	<u>Office</u>
Stephen C. Hilbert	Chairman of the Board and Chief Executive Officer
James J. Larkin	President
Rollin M. Dick	Executive Vice President and Chief Financial Officer
Thomas J. Kilian	Executive Vice President
John J. Sabl	Executive Vice President, General Counsel and Secretary
James S. Adams	Senior Vice President and Treasurer
William T. Devanney, Jr.	Senior Vice President, Corporate Taxes
Richard R. Dykhous	Vice President, Associate Counsel and Assistant Secretary

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Business address for all Directors & Officers:
11825 North Pennsylvania Street
Carmel, IN 46032

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

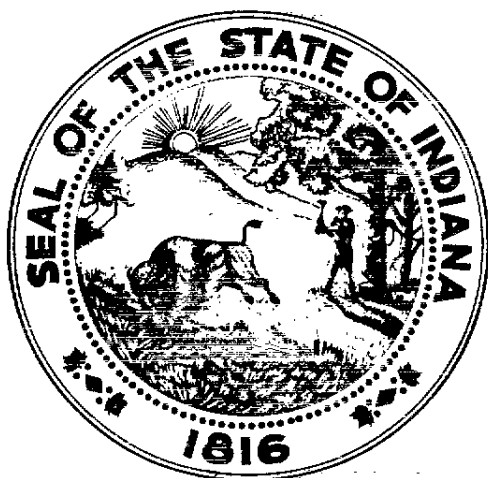
CONSUMER ACCEPTANCE CORPORATION

filed Articles of Incorporation on June 23, 1998, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.

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In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Fourteenth day of October, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

JK
Deputy