

F98000005898
CONSUMER ACCEPTANCE CORPORATION

FILED

99 MAR 30 PM 1:00

March 24, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

500002823335--6
-03/30/99-01043-009
*****35.00 *****35.00

Re: General Acceptance Corporation (#F93000003971)
Consumer Acceptance Corporation (#F98000005898)

Sir/Madam:

With 4-6-99
OAS

Please be advised that on or about February 28, 1999, Consumer Acceptance Corporation, an Indiana corporation, merged with and into General Acceptance Corporation, an Indiana corporation, with its principal executive offices located at 11825 North Pennsylvania Street, Carmel, IN 46032 (formerly located at 1025 Acuff Road, Bloomington, IN 47404). In addition, the surviving corporate entity has changed its name to Consumer Acceptance Corporation.

For your convenience I have enclosed a copy of the Articles of Merger certified by the Indiana Secretary of State's office, as well as a Certificate of Existence certifying Consumer Acceptance Corporation is a corporation duly organized and existing under the laws of the State of Indiana.

Thus, Consumer Acceptance Corporation is surrendering its Certificate of Authority to transact business in Florida. Enclosed you will find an Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, along with the \$35.00 fee.

Additionally, please change the name of General Acceptance Corporation to Consumer Acceptance Corporation. In order to expedite this matter, I have enclosed an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with the \$35.00 fee.

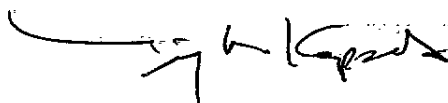
The Directors and Officers of the surviving entity remain the same and I have enclosed a list for your records.

Lastly, please make sure your records reflect the principal executive office address of 11825 North Pennsylvania Street, Carmel, IN 46032.

Of course, if you have any problems or questions, feel free to contact me at (317) 248-0482, ext. 2172 or my paralegal, Lisa Mayner at ext. 2132. Thank you.

Sincerely,

CONSUMER ACCEPTANCE CORPORATION
f/k/a GENERAL ACCEPTANCE CORPORATION

A handwritten signature in black ink, appearing to read "Timothy W. Kappes", with a stylized flourish at the end.

Timothy W. Kappes
Senior Counsel and Secretary

:lm

Enclosures

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Consumer Acceptance Corporation
(Name of Corporation)

State of Indiana
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

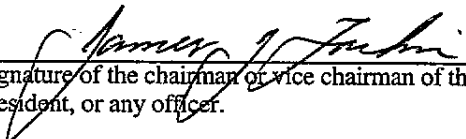
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

2345 South Lynhurst Drive, Suite 210
(Mailing Address)

Indianapolis, IN 46241
(City/ State /Zip)

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The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 President
Signature of the chairman or vice chairman of the board, president, or any officer. Title
James J. Larkin March 18, 1999
Typed or printed name Date