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June 19, 2001

Mr. Rollie Balanza
National Star Funding, LLC
40 Horton Avenue
Lynbrook, New York 11563

100004435431--3
-06/21/01--01072--006
****130.00 ****130.00

Re: National Star Funding, LLC
Our File No.: 10647.003

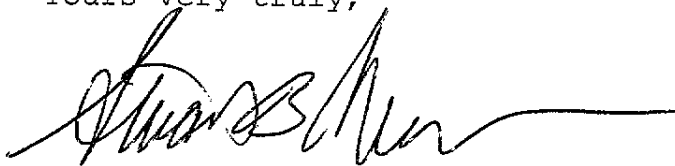
Dear Mr. Balanza:

Enclosed please find an official "Certificate of Good Standing" (the "Certificate") for the above referenced limited liability company.

The Certificate was issued directly from the New York State Department of State's computer database. The computer generated Certificate has a reference number located on the bottom left confirming it as an official New York State legal document.

If there are any questions or problems please feel free to contact me.

Yours very truly,



Stuart B. Newman, Esq.

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TALLAHASSEE, FLORIDA

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. NATIONAL STAR FUNDING, LLC
(Name of foreign limited liability company)
2. NEW YORK 3. 11.3379276
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. MAY 15, 1997 5. DECEMBER 31, 2050
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON ACCEPTANCE
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 40 HORTON AVENUE
LYNBROOK, NY 11563
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

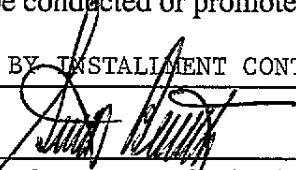
9. The name and usual business addresses of the managing members or managers are as follows:

STUART BERNSTEIN	40 HORTON AVENUE, LYNBROOK, NY 11563
MARK LEVY	SAME AS ABOVE
DAVID LEIPZIG	SAME AS ABOVE
RICHARD SCHLANGER	SAME AS ABOVE

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ALBANY, FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: TO FINANCE
THE SALE OF MOTOR VEHICLES BY INSTALLMENT CONTRACT TO RETAIL BUYERS.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STUART BERNSTEIN

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NATIONAL STAR FUNDING, LLC

2. The name and the Florida street address of the registered agent and office are:

STUART BERNSTEIN

(Name)

17211 CORAL COVE

Florida street address (P.O. Box **NOT** ACCEPTABLE)

BOCA RATON

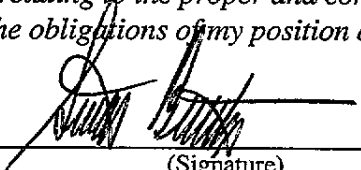
FL

33496

City/State/Zip

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of New York } ss:
Department of State

I hereby certify, that NATIONAL STAR FUNDING, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 05/15/1997, and that the Limited Liability Company is subsisting so far as shown by the records of the Department. I further certify the following:

An Affidavit of Publication of NATIONAL STAR FUNDING, LLC was filed on 09/22/1997.

An Affidavit of Publication of NATIONAL STAR FUNDING, LLC was filed on 09/22/1997.

A Biennial Statement was filed 05/13/1999.

Certificate of Change was filed on 12/05/2000.

A Biennial Statement was filed 05/03/2001.

I further certify, that no other documents have been filed by such Limited Liability Company.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 18th day of June
two thousand and one.

Special Deputy Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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