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ACCOUNT NO. : 072100000032

REFERENCE : 998828 5017647

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 337.50

ORDER DATE : October 16, 1998

ORDER TIME : 9:32 AM

ORDER NO. : 998828-005

CUSTOMER NO: 5017647

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CUSTOMER: Brenda White, Legal Assistant
Bryan Cave LLP
211 N. Broadway, Suite 3600
One Metropolitan Square
St. Louis, MO 63102-2750

FOREIGN FILINGS

NAME: MOTORCAR ACCEPTANCE COMPANY,
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

Name	<i>ma</i>
Availability	<i>ma</i>
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Classifier	<i>ma</i>
Verifier	<i>ma</i>
Acknowledgement	<i>ma</i>
P. Verifier	<i>ma</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 21 PM 12:13

RECEIVED
98 OCT 21 AM 11:26
DIVISION OF CORPORATION

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

8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

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STATE OF MISSOURI



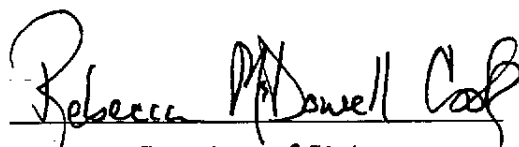
Rebecca McDowell Cook
Secretary of State

CERTIFICATE OF GOOD STANDING
LIMITED LIABILITY COMPANY

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT
MOTORCAR ACCEPTANCE COMPANY, L.L.C.

WAS FILED IN THIS OFFICE ON THE 10TH DAY OF DECEMBER, 1997, BECAME EFFECTIVE ON THE 10TH DAY OF DECEMBER, 1997, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 19TH DAY OF OCTOBER, 1998.


Secretary of State



98 OCT 21 PM 12:13

DIVISION OF

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: MotorCar Acceptance Company, L.L.C.

2. The name and address of the registered agent and office is:

Corporation Service Company
(Name)
1201 Hays Street
(P.O. Box not acceptable)
Tallahassee, Florida 32301
(City/State/Zip)

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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.

Corporation Service Company

By: Carol K. Dolor

CAROL K. DOLOR (Signature)

10/15/98

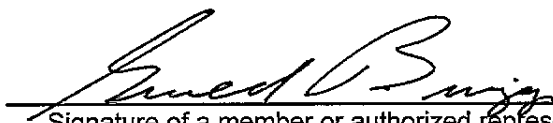
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

MotorCar Acceptance Company, L.L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 700,000 .
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 400,000 . A description of the property is attached and made a part hereto.
PREFERRED STOCK
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 1,100,000 . This total includes amounts from 2 and 3 above.



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

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