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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002968385--6
-08/24/99-01054-009
*****35.00 *****35.00

Security Pacific Auto Finance Corp

to:

Bank American Auto Finance Corp.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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N.C.

G. COULLIETTE AUG 24 1999

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. SECURITY PACIFIC AUTO FINANCE CORP.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: February 29, 1984

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TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

July 6, 1992

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

BancAmerica Auto Finance Corp.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.



David R. Smith
Vice President

8/13/99

Date

Signature
Name and Title

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SECURITY PACIFIC AUTO FINANCE CORP.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BANCAMERICA AUTO FINANCE CORP." THE SIXTH DAY OF JULY, A.D. 1992, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0847520 8320

991349514

AUTHENTICATION:

9932826

DATE:

08-20-99