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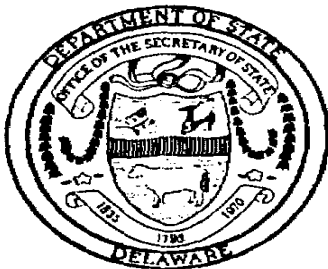


# State of DELAWARE

## Office of SECRETARY OF STATE

Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of \_\_\_\_\_ Amendment \_\_\_\_\_  
filed in this office on May 31, 1991

DEPT-01 RECORDINGS \$14.00  
1#8888 TRAN 9207 07/26/91 10:24:00  
#8621 # 91-374660  
COOK COUNTY RECORDER



Form 130

*1400*

*Michael Harkins*  
\_\_\_\_\_  
Michael Harkins, Secretary of State  
BY: *A. Flowers*  
\_\_\_\_\_  
DATE: July 13, 1991

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Corporation shall be submitted to the stockholders of this Corporation for consideration and approval.

SECOND: That thereafter, the sole stockholder of the Corporation waived all notice of the time, place and purposes of a meeting of the stockholders of the Corporation and gave its written consent to said Amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law and said written consent was filed with the Secretary of the Corporation.

THIRD: That the aforesaid Amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

FOURTH: That the aforesaid Amendment to the Corporation's Certificate of Incorporation shall be effective as of the effective date of the filing of this Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware.

FIFTH: That the capital of the Corporation will not be reduced under or by reason of said Amendment.

IN WITNESS WHEREOF, the said GENERAL ELECTRIC CAPITAL AUTO RESALE SERVICES, INC. has caused this Certificate to be executed by Darryll M. Ceccoli, its Vice-President, and attested by James A. Hatcher, its Secretary, this 29th day of May, 1991.

By: Darryll M. Ceccoli  
Darryll M. Ceccoli  
Vice-President

Attest:

James A. Hatcher  
James A. Hatcher  
Secretary

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