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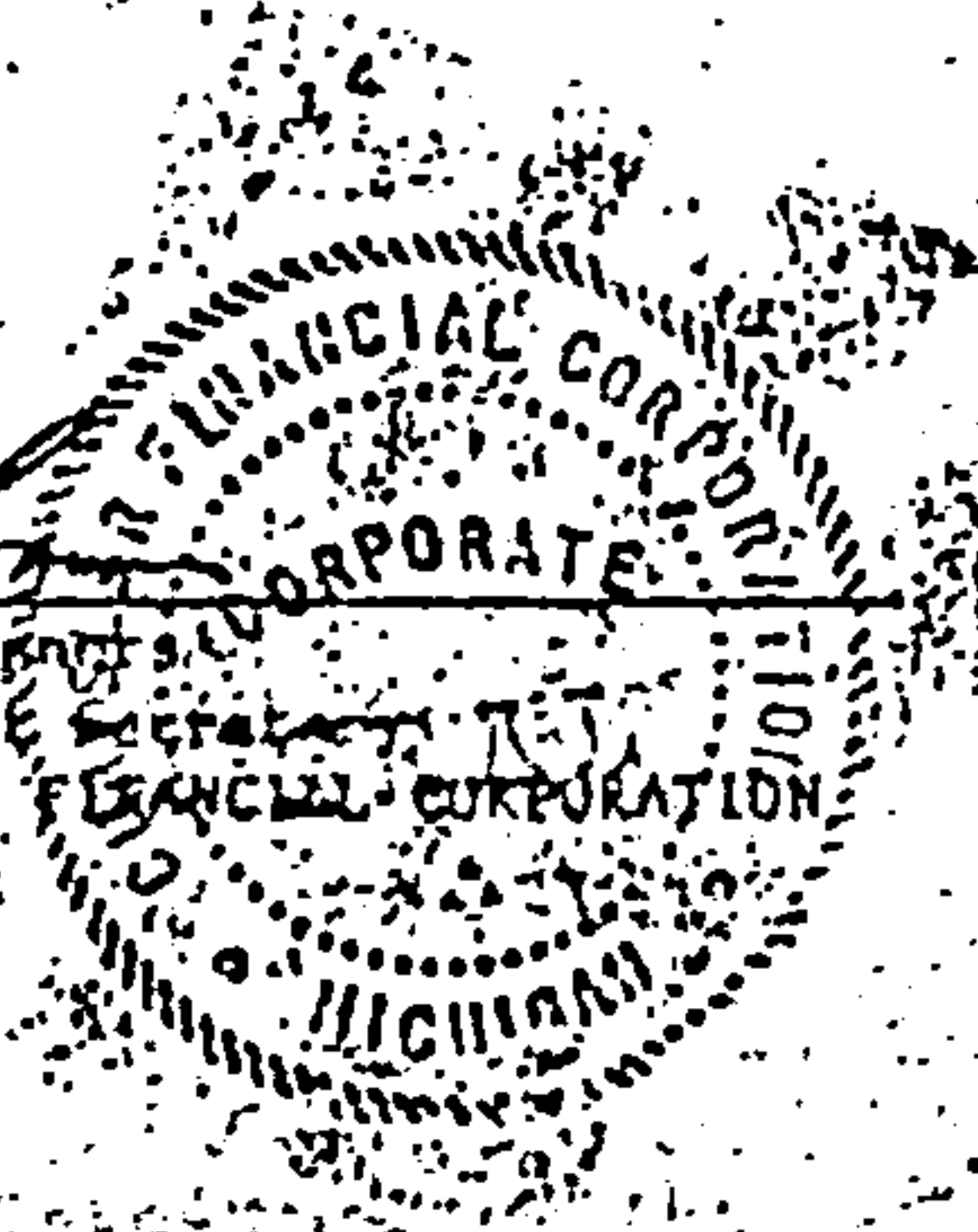
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CERTIFICATION

I, J. R. Connors, Assistant Secretary of Chrysler Financial Corporation, a corporation organized and existing under the laws of the State of Michigan, do hereby certify that the annexed Certificate dated the 15th day of October, 1971, signed by the State Treasurer of the State of Michigan, with respect to the merger of Allied Concord Financial Corporation, a Delaware corporation, into the said Chrysler Financial Corporation, has been compared with the original of the said document in my possession and that the same is a true and correct copy therefrom and of the whole of such original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the corporation this 30th day of May, 1972.

J. R. Connors
Assistant Secretary
CHRYSLER FINANCIAL CORPORATION



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See release Miss Bk 16 page 447 8-16-76

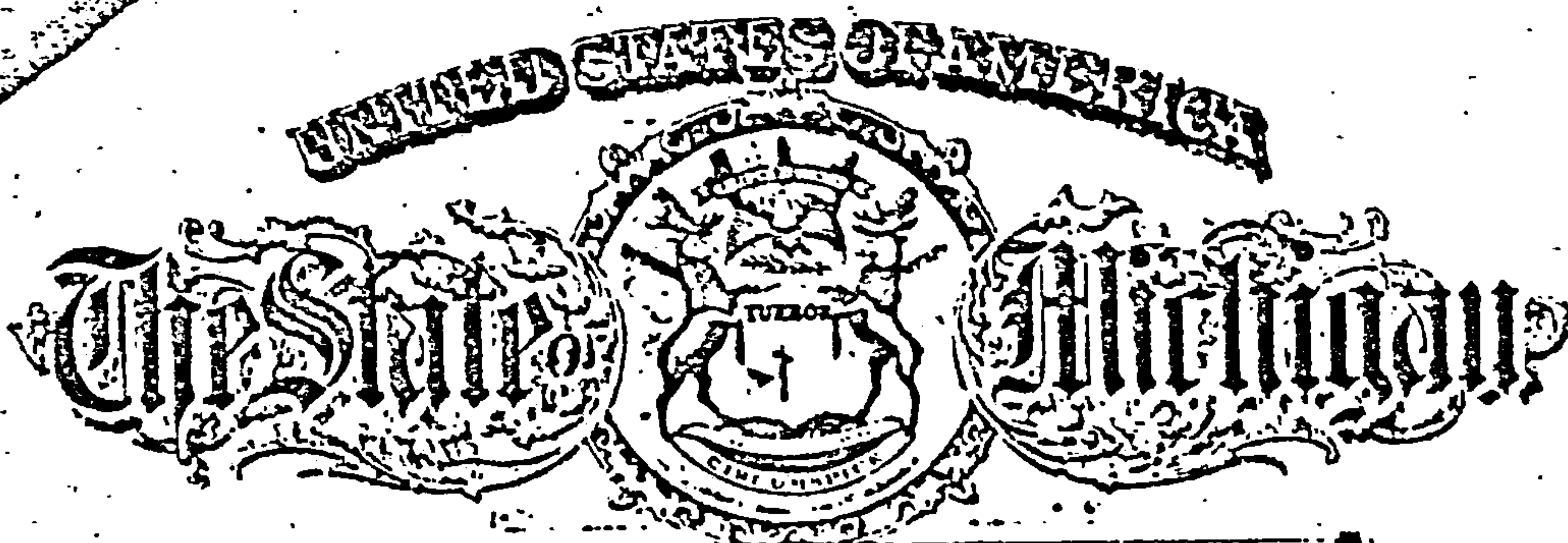


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Michigan Department of Treasury

Lansing, Michigan

To All To Whom These Presents Shall Come:

J. Allison Green, Treasurer of the State of Michigan, Do Herely

Certify That

Merger Agreement was filed in this office December 29, 1970, merging ALLIED CONCORD FINANCIAL CORPORATION, a Delaware corporation qualified in Michigan, into CHRYSLER FINANCIAL CORPORATION, a Michigan corporation, which is the surviving corporation.

This certificate is in due form and made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON

REAL 832 PAGE 218

JAN 8 2 15 PM '72

RECORDED & INDEXED
MICH. TAX HAS BEEN
PAID ON THIS INSTRUMENT.

James Meade
Treasurer

170

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department
in the City of Lansing, this 15th day
of October, 1972*

William Green

State Treasurer

Conceded
JUDGE OF PROBATE

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
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