

Filing Fee: ~~\$50.00~~
\$100.00

66204

State of Rhode Island and Providence Plantations
FOREIGN LIMITED PARTNERSHIP
APPLICATION FOR
CERTIFICATE OF REGISTRATION
OF

Finance Partners North America, Limited Partnership

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-13-49 of the General Laws, 1956, as amended, the undersigned foreign limited partnership hereby applies for a Certificate of Registration to transact business in the State of Rhode Island and for that purpose submits the following statement:

FIRST: The name of the limited partnership is Finance Partners North America, L.P.
and, if different, the name which it
proposes to register and transact business in the State of Rhode Island is
Finance Partners North America, Limited Partnership
(If not applicable, so state)

SECOND: It is organized under the laws of Delaware
and the date of its formation is October 21, 1991

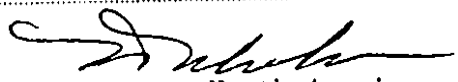
THIRD: The general character of the business it proposes to transact in Rhode Island is
to provide lease arrangements and retail installment sale financing to purchasers of Volvo
automobiles, and to provide financing for Volvo dealers and others.

FOURTH: The Rhode Island address of its proposed agent for service of process on the foreign limited
partnership is c/o The Prentice-Hall Corporation System, Inc.
Suite 900, 170 Westminster Street, Providence, Rhode Island 02903
and the name of the agent resident in Rhode Island at that address is
The Prentice-Hall Corporation System, Inc.

FIFTH: The foreign limited partnership hereby agrees that if the foreign limited partnership fails to
appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent
cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the
Secretary of State of the State of Rhode Island as its agent for service of process.

Rec'd & Filed NOV 1 1991
SS #34 68577g

Dated October 30, 19 91


Finance Partners North America,
Limited Partnership

(Exact name of Limited Partnership making application)

By Volvo Finance North America, Inc.
(General Partner)

By 
Michael T. Duke
President

State of New Jersey

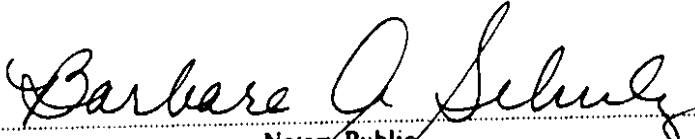
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County of Bergen

At Montvale, New Jersey in said county on this 30th
day of October, 19 91, personally appeared before me
Michael T. Duke

who, being by me first duly sworn, declared that he is the President of the General Partner of Finance Partners North America, Limited Partnership, that he signed the foregoing document as the President of the General Partner of the limited partnership, and that the statements therein contained are true.

BARBARA A. SCHULZ
Notary Public of New Jersey
My Commission Expires Oct. 17, 1995


Notary Public

State of Delaware

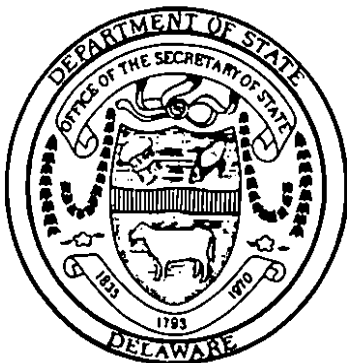
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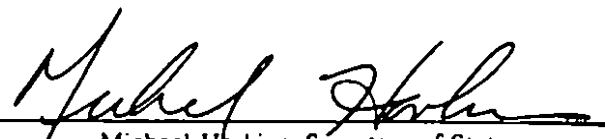
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF LIMITED PARTNERSHIP OF "FINANCE
PARTNERS NORTH AMERICA, L.P." FILED IN THIS OFFICE ON THE
TWENTY-FIRST DAY OF OCTOBER, A.D. 1991, AT 9 O'CLOCK A.M.

* * * * *



751311324


Michael Harkins, Secretary of State

AUTHENTICATION: *3227992

DATE: 11/07/1991

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FINANCE PARTNERS NORTH AMERICA, L.P.

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

1. The name of the limited partnership is Finance Partners North America, L.P. (the "Partnership").
2. The address of the Partnership's registered office in the State of Delaware is 32 Lookerman Square, Suite L-100, Dover 19901. The name of the Partnership's registered agent for service of process in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.
3. The name and mailing address of the sole general partner of the Partnership is as follows

<u>NAME</u>	<u>MAILING ADDRESS</u>
Volvo Finance North America, Inc.	25 Philips Parkway Montvale, New Jersey 07645

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership, this 17th day of October, 1991.

VOLVO FINANCE NORTH AMERICA, INC.
as General Partner

By: _____

Name: Michael T. Duke
Title: President