

iling fee: \$50.00
license fee: \$15.00 minimum
(Section 7-11-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

TOYOTA MOTOR SALES, U.S.A., INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is TOYOTA MOTOR SALES, U.S.A., INC.

SECOND: The name which it elects to use in Rhode Island is TOYOTA MOTOR SALES, U.S.A., INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of California

FOURTH: The date of its incorporation is October 31, 1957 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 19001 S. Western Ave., Torrance, CA 90501

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Distributor of autos, parts and accessories. To engage in any lawful act or activity.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
	Director	
	Director	
SEE ATTACHED	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
25,500	Common	N/A	\$10,000.

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
22,000	Common	N/A	\$10,000.

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 200,000,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ -0-

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated May 15, 1990

TOYOTA MOTOR SALES, U.S.A., INC.
[Exact Corporate Name of Corporation Making Application]

By Michio Maruhashi
M. Maruhashi, Its ~~Treasurer~~ President
and
Yale Gieszl, Its Secretary

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } Sc.

At Torrance, California in said County on the 15th day
of May 1990, before me personally appeared
Yale Gieszl, who being by me first duly sworn, declared that
he is the Secretary of TOYOTA MOTOR SALES, U.S.A., INC.
that he signed the foregoing document as such Secretary of the
corporation, and that the statements therein contained are true.

Monetta L. Stephens
Notary Public

(NOTARIAL SEAL)



907-60728

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

JUN 5 10 31 AM '90

Rec'd & Filed

JUN 06 1990

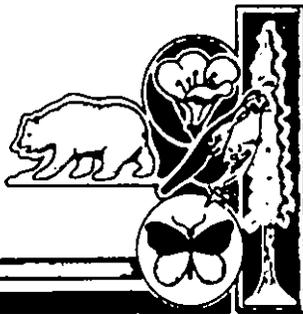
#1ML 4/2880

TOYOTA MOTOR SALES, U.S.A., INC.

95-1958272

CORPORATE OFFICERS AND DIRECTORS

<u>TITLE</u>	<u>NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>	<u>APPOINTED OFFICER</u>	<u>APPOINTED DIRECTOR</u>
President	Yukiyasu Togo	x	19001 S. Western Ave. Torrance, CA 90501	9/28/83	9/28/83
Exec. Vice Pres.	Robert McCurry	x	19001 S. Western Ave. Torrance, CA 90501	6/1/88	6/1/88
Sr. Vice Pres/ Secretary	Yale Gieszl	x	19001 S. Western Ave. Torrance, CA 90501	1/1/82	12/5/89
Sr. Vice Pres.	Koichi Watanabe	x	19001 S. Western Ave. Torrance, CA 90501	4/1/86	2/10/87
Sr. Vice Pres.	Takao Kawamura	x	19001 S. Western Ave. Torrance, CA 90501	2/1/86	12/5/88
Sr. Vice Pres.	Katsumi Usuda		19001 S. Western Ave. Torrance, CA 90501	2/1/89	
Sr. Vice Pres.	Tadaoki Ishikawa		19001 S. Western Ave. Torrance, CA 90501	2/1/89	
Treasurer	Michio Maruhashi		19001 S. Western Ave. Torrance, CA 90501	9/19/88	
Group Vice Pres.	Hal Bracken		19001 S. Western Ave. Torrance, CA 90501	1/1/83	
Group Vice Pres.	Robert Best		19001 S. Western Ave. Torrance, CA 90501	6/1/88	
Group Vice Pres.	Hiroshi Imai		19001 S. Western Ave. Torrance, CA 90501	6/1/88	
Group Vice Pres.	John McGovern		19001 S. Western Ave. Torrance, CA 90501	12/5/89	
Group Vice Pres.	Masahiro Imai		19001 S. Western Ave. Torrance, CA 90501	2/12/90	
Group Vice Pres.	Tokuichi Uranishi		19001 S. Western Ave. Torrance, CA 90501	2/12/90	
Director	Kaneyoshi Kusunoki		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/13/85
Director	Eiji Toyoda		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/14/57
Director	Shoichiro Toyoda		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/28/70
Director	Shiro Sasaki		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/5/88
Director	Hiroshi Okuda		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/5/88
Director	Tatsuro Toyoda		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/4/86
Director	M. Tanaka		c/o Toyota Motor Corp. 1 Toyota-cho, Toyota-shi, Japan		12/5/89



State of California

OFFICE OF THE SECRETARY OF STATE

TOYOTA MOTOR SALES, U.S.A., INC.

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

MAY 23, 1990



March Fong Eu

Secretary of State

FILED

In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

316014

1
2 OCT 31 1957

OF

3 FRANK M. JORDAN, Secretary of State

TOYOTA MOTOR SALES, U.S.A., INC.

4
5 *Thomas W. Barrett*
6 Deputy

7 We, the undersigned, this day voluntarily associated
8 together for the purpose of forming a corporation under and
9 pursuant to the laws of the State of California, and we do hereby
10 certify:

11 ARTICLE I

12 The name of this corporation is TOYOTA MOTOR SALES,
13 U.S.A., INC.

14 ARTICLE II

15 The purposes for which this corporation is formed are:
16 (a) To primarily engage in the business of importing,
17 from Japan, motor vehicles, motor vehicle parts, ~~supplies,~~
18 accessories, and motor vehicle ~~servicing~~ tools and equipment, and
19 of distributing, marketing, and selling same, at wholesale and
20 retail, in the United States of America.

21 (b) To engage in the business of repairing and servicing
22 motor vehicles, and of performing all services necessary and
23 incidental to such repairing and servicing, including the selling
24 and supplying of gasoline, oil and other petroleum products,
25 motor vehicle accessories, supplies, appliances and equipment.

26 (c) To acquire by purchase, lease, or otherwise, lands
27 and buildings in the State of California, and elsewhere in the
28 United States, and to equip same with suitable tools, equipment,
29 and facilities, for use in conducting the businesses above
30 described.

31 (d) To engage in any one or more other businesses or
32 transactions which are related to the businesses described in
33 paragraphs II (a) and II (b), hereof, which the board of directors
34 of this corporation may from time to time authorize or approve.

Restriction of right
to amend articles
Yes No

1 (e) To exercise any and all rights and powers which a
2 corporation may now or hereafter exercise.

3 The foregoing statement of purposes shall be construed
4 as a statement of both purposes and powers, and the purposes and
5 powers in each clause shall, except where otherwise expressed, be
6 in nowise limited or restricted by reference to or inference from
7 the terms or provisions of any other clause but shall be regarded
8 as independent purposes and powers.

9 ARTICLE III

10 The County in the State of California where the principal
11 office for the transaction of the business of this corporation is
12 to be located is Los Angeles County.

13 ARTICLE IV

14 This corporation is authorized to issue only one class
15 of shares of stock; the total number of said shares shall be
16 One Hundred (100); the aggregate par value of all of said shares
17 shall be One Million Dollars (\$1,000,000.00); and the par value
18 of each of said shares shall be Ten Thousand Dollars (\$10,000.00).

19 ARTICLE V

20 (a) The number of directors of this corporation shall be
21 Three (3), which number may be changed by a by-law duly adopted by
22 the shareholders.

23 (b) The names and addresses of the persons who are
24 appointed to act as the first directors of this corporation are:

25	<u>NAME</u>	<u>ADDRESS</u>
26	SEISI KATO	309 South Alexandria Ave., Los Angeles 5, Calif.
27	SHOJI HATTORI	309 South Alexandria Ave., Los Angeles 5, Calif.
28	KENJI ITO	Room 400, 31 East 1st St., Los Angeles 12, Calif.

29
30 IN WITNESS WHEREOF, for the purpose of forming this
31 corporation under the laws of the State of California, the
32 undersigned, constituting the incorporators of this corporation,

1 including the persons named hereinabove as the first part of
2 this corporation, have executed these Articles of Incorporation
3 this 30th day of October, 1957.

Seisi Kato

SEISI KATO

Shoji Hattori
SHOJI HATTORI

Kenji Ito
KENJI ITO

14 STATE OF CALIFORNIA }
15 COUNTY OF LOS ANGELES } ss.

16 On this 30th day of October, 1957, before me, the
17 undersigned, a Notary Public in and for said County and State,
18 personally appeared SEISI KATO, SHOJI HATTORI, and KENJI ITO, known
19 to me to be the persons whose names are subscribed to the within
20 instrument, and acknowledged to me that they executed the same.

21 IN WITNESS WHEREOF, I have set my hand and affixed my
22 official seal the day and year in this certificate first above
23 written.

24
25 NOTARIAL
26 SEAL

William F. ...
Notary Public in and for said
County and State.
My Commission Expires ... 1958

346014

Cap authorized - \$1,000,000 to \$2,000,000

FILED

In the Office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION

MAY 13 1960
FRANK M. GIBBON, Secretary of State
By *Ralph H. Montoy*
Deputy

TOYOTA MOTOR SALES, U.S.A., INC.
(a California corporation)

THE UNDERSIGNED, SHOTARO SAWIYA, President and CHOUJI MATSUDA, Secretary, certify that they are now, and at all times herein mentioned have been, the duly elected President and Secretary, respectively, of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, and that:

1. At a special meeting of the board of directors of the corporation duly held at No. 1, 2-chome, Hatchobori, Chuo-ku, Tokyo, Japan, at the hour of 10:00 o'clock A.M., on the 1st day of April, 1960, the following resolution was adopted:

"RESOLVED, that Article IV of the Articles of Incorporation of this corporation be, and the same is hereby amended to read as follows:

"Article IV

"This corporation is authorized to issue only one class of shares of stock; the total number of shares shall be two hundred (200); the aggregate par value of all of said shares shall be Two Million (\$2,000,000.00) dollars; and the par value of each of said shares shall be Ten Thousand (\$10,000.00) dollars;

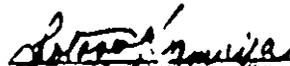
"This Amendment has no effect on the outstanding shares."

"RESOLVED FURTHER, that the foregoing amendment of the Articles of Incorporation of this corporation be, and the same hereby is, adopted and approved."

2. The number of shares consenting in writing to such Amendment is one hundred (100), and annexed hereto and hereto incorporated by this reference, is a copy of the written consent of shareholders to amendment of Articles of Incorporation of this corporation.

3. The total number of shares of the corporation, entitled to vote or consent to the adoption of such Amendment is one hundred (100).

Date: this 26 day of April, 1960.


SHOTARO KAMIYA, President


SHOJI MATTORI, Secretary

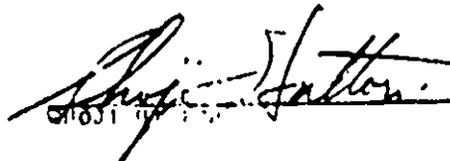
I, SHOTARO KAMIYA, President of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, do hereby declare under penalty of perjury that the foregoing certificate of Amendment of Articles of Incorporation of said corporation is true and correct.

Executed at Tokyo, Japan, on this 30 day of April, 1960.


SHOTARO KAMIYA

I, SHOJI MATTORI, Secretary of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, do hereby declare under penalty of perjury that the foregoing Certificate of Amendment of Articles of Incorporation of said corporation is true and correct.

Executed at Los Angeles, California, on this 30 day of April, 1960.


SHOJI MATTORI

WRITTEN CONSENT OF SHAREHOLDERS
TO AMENDMENT OF ARTICLES OF INCORPORATION
OF

TOYOTA MOTOR SALES, U.S.A., INC.
(a California corporation)

WHEREAS, the Board of Directors of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, at a special meeting duly held at No. 3, 2-chome, Hatchoberi, Chuo-ku, Tokyo, Japan, on the 1st day of April, 1960, duly adopted and approved the following resolution amending the Articles of Incorporation of the corporation:

"RESOLVED, that Article IV of the Articles of Incorporation of this corporation be, and the same is hereby amended to read as follows:

"Article IV

"This corporation is authorized to issue only one class of shares of stock; the total number of shares shall be two hundred (200); the aggregate par value of all of said shares shall be Two Million (\$2,000,000.00) Dollars; and the par value of each of said shares shall be ten Thousand (\$10,000.00) Dollars;

"This Amendment has no effect on the outstanding shares."

"RESOLVED FURTHER, that the foregoing amendment of the Articles of Incorporation of this corporation be, and the same hereby is, adopted and approved."

NOW, THEREFORE, each of the undersigned shareholders does hereby adopt, approve and consent to the foregoing amendment of Articles of Incorporation, and has hereunto signed its name and, following its name written the date of signing and the number of shares held of record on said date entitled to vote in the premises.

Name	Date	No. of Shares
TOYOTA MOTOR CO., LTD., a Japanese corporation		
<i>Taisei Ishida</i> Taisei Ishida, President	April 21, 1960	50
TOYOTA MOTOR SALES CO., LTD., a Japanese corporation		
<i>Shigeo Kashiwa</i> Shigeo Kashiwa, President	April 30, 1960	50

Cap. structure chg. from \$2,000,000 to \$2,500,000.

CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION
OF

TOYOTA MOTOR SALES, U.S.A., INC.
[a California corporation]

FILED

In the Office of the Secretary of State
of the State of California

SEP 1 1962

FRANK W. JONES, Secretary of State

Doc. 19

THE UNDERSIGNED, SHOTARO KAMIYA, President and SHOJI HATTORI,
Secretary, certify that they are now, and at all times herein
mentioned have been, the duly elected President and Secretary,
respectively, of TOYOTA MOTOR SALES, U.S.A., INC., a California
corporation, and that:

1. At a Special Meeting of the Board of Directors of
the corporation duly held at No. 3, 2-chome, Hatchobori, Chuo-ku,
Tokyo, Japan, at the hour of 10:00 o'clock A.M., on the 5th day of
June, 1962, the following resolution was adopted:

"RESOLVED, that Article IV of the Articles of
Incorporation of this corporation be, and the same
is hereby amended to read as follows:

"Article IV

"This corporation is authorized to issue only
one class of shares of stock; the total number of
shares shall be two hundred fifty [250]; the aggregate
par value of all of said shares shall be Two Million
Five Hundred Thousand [\$2,500,000.00] Dollars; and the
par value of each of said shares shall be Ten Thousand
[\$10,000.00] Dollars;

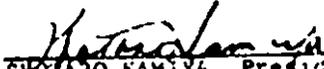
"This Amendment has no effect on the outstanding
shares."

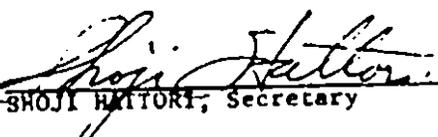
"RESOLVED FURTHER, that the foregoing amendment
of the Articles of Incorporation of this corporation
be, and the same hereby is, adopted and approved."

2. The number of shares consenting in writing to such
Amendment is two hundred [200], and annexed hereto and herein
incorporated by this reference, is a copy of the Written Consent
of Shareholders to Amendment of Articles of Incorporation of this
corporation.

3. The total number of shares of the corporation, entitled to vote or consent to the adoption of such Amendment is two hundred [200].

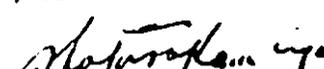
Dated this 5th day of June, 1962.


SHOTARO KAMIYA, President


SHOJI HATTORI, Secretary

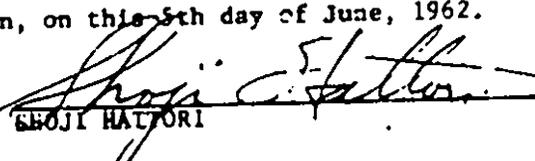
I, SHOTARO KAMIYA, President of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, do hereby declare under penalty of perjury that the foregoing Certificate of Amendment of Articles of Incorporation of said corporation is true and correct.

Executed at Tokyo, Japan, on this 5th day of June, 1962.


SHOTARO KAMIYA

I, SHOJI HATTORI, Secretary of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation, do hereby declare under penalty of perjury that the foregoing Certificate of Amendment of Articles of Incorporation of said corporation is true and correct.

Executed at Tokyo, Japan, on this 5th day of June, 1962.


SHOJI HATTORI

WRITTEN CONSENT OF SHAREHOLDERS
TO AMENDMENT OF ARTICLES OF INCORPORATION
OF

TOYOTA MOTOR SALES, U.S.A., INC.
[a California corporation]

WHEREAS, the Board of Directors of TOYOTA MOTOR SALES, U.S.A.,
INC., a California corporation, at a special meeting duly held at
No. 3, 2-chome, Nishibori, Chuo-ku, Tokyo, Japan, on the 5th day
of June, 1962, duly adopted and approved the following resolution
amending the Articles of Incorporation of the corporation:

"RESOLVED, that Article IV of the Articles of
Incorporation of this corporation be, and the
same is hereby amended to read as follows:

"Article IV

"This corporation is authorized to issue only
one class of shares of stock; the total number
of shares shall be two hundred fifty (250); the
aggregate par value of all said shares shall be
Two Million Five Hundred Thousand [\$2,500,000.00]
dollars; and the par value of each of said shares
shall be Ten Thousand [\$10,000.00] Dollars;

"This Amendment has no effect on the outstanding
shares."

"RESOLVED FURTHER, that the foregoing amendment
of the Articles of Incorporation of this corporation
be, and the same hereby is, adopted and approved."

NOW, THEREFORE, each of the undersigned shareholders does
hereby adopt, approve and consent to the foregoing amendment of
Articles of Incorporation, and has hereunto signed its name and,
following its name written the date of signing and the number of
shares held of record on said date entitled to vote in the premises.

Name	Date	No. of Shares
TOYOTA MOTOR CO., LTD., a Japanese corporation	June 5, 1962	100
By <u>[Signature]</u> N. V. Nakagawa, President		
TOYOTA MOTOR SALES CO., LTD., a Japanese corporation	June 5, 1962	100
By <u>[Signature]</u> Shintaro Kanaya, President		

Aggregate par value chg from \$2,500,000. to \$5,000,000

346014

181797

FILED
in the office of the Secretary of State
of the State of California

DEC 24 1968

FRANK M. JOYAN, Secretary of State

By *[Signature]*
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOYOTA MOTOR SALES, U.S.A., INC.
(a California corporation)

TATSURO TOYODA and SHOJI HATTORI certify:

1. That they are the Assistant Vice-President and Secretary, respectively, of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at No. 2 - 2 Hijie-Cho, Nakamura-Ku, Nagoya, Japan, on October 28, 1968, the following resolution was adopted:

"RESOLVED, that Article IV of the Articles of Incorporation of this corporation be, and the same is hereby amended to read as follows:

"Article IV

"This corporation is authorized to issue only one class of shares of stock; the total number of shares shall be five hundred (500); the aggregate par value of all of said shares shall be Five Million Dollars (\$5,000,000.00); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000.00)."

3. That the shareholders have adopted said amendment by written consent. That the wording of the amended Article, as set forth in the shareholders' written consent, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of shares represented by written consent is two hundred fifty (250). That the total number of shares entitled to vote on or consent to the amendment is two hundred fifty (250).

Tatsuro Toyoda
Tatsuro Toyoda, Assistant Vice-President

Shoji Hattori
Shoji Hattori, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Torrance, California on October 31, 1968.


Tatsuro Toyoda


Shoji Hattori

44.011
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

A162811

FILED

In the office of the Secretary of State
of the State of California

AN 2 1 1975

Filed this 10th day of January

1975

TOYOTA MOTOR SALES, U.S.A., INC.
(a California Corporation)

ISAO MAKINO and TSUNEO MORIYA certify:

1. That they are the President and Secretary, respectively of TOYOTA MOTOR SALES, U.S.A., INC., a California Corporation.
2. That at a meeting of the Board of Directors of said corporation, duly held at No. 3-18, Eudan-Minami 2 chome, Chiyoda-ku, Tokyo, Japan, on December 4, 1975, the following resolution was adopted:

RESOLVED, that Article IV of the Articles of Incorporation of this corporation be, and the same is hereby amended to read as follows:

"Article IV

This corporation is authorized to issue only one class of shares of stock; the total number of shares shall be one thousand (1,000); the aggregate par value of all of said shares shall be Ten Million Dollars (\$10,000,000.00); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000.00);

This amendment has no effect on the outstanding shares."

3. That the shareholders have adopted said amendment by written consent. That the wording of the amended Article, as set forth in the shareholders' written consent, is the same as that set forth in the directors' resolution in Paragraph 2 above.

2 4. That the number of shares represented by written consent is five hundred (500). That the total number of shares entitled to vote on or consent to the amendment is five hundred (500).

I. Makino
Isao Makino, President

T. Moriya
Tsuneo Moriya, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Torrance, California on January 16
19 76.

I. Makino
Isao Makino

Tsunao Moriya
Tsunao Moriya

A279906

346014
SURV

AGREEMENT OF MERGER

BETWEEN

TOYOTA MOTOR SALES, U.S.A., INC.

AND

TOYOTA INDUSTRIAL TRUCKS, U.S.A., INC.

FILED

In the office of the Secretary of State
of the State of California

APR 1 1964

MARCH TUNG FU, Secretary of State

By *Richard*
Deputy

This Agreement of Merger is entered into between TOYOTA MOTOR SALES, U.S.A., INC., a California corporation (herein "Surviving Corporation") and TOYOTA INDUSTRIAL TRUCKS, U.S.A., INC., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.

2. On the effective date of the merger, each outstanding share of Merging Corporation shall be converted into one-half of a share of Surviving Corporation.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

4. Article IV of the Articles of Incorporation of Surviving Corporation is hereby amended to read as follows:

This corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be eleven hundred (1100); the aggregate par value of all of said shares shall be Eleven Million Dollars (\$11,000,000.00); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000.00).

5. Articles II(a) and II(b) of the Articles of Incorporation of Surviving Corporation are hereby amended to read as follows:

(a) To primarily engage in the business of importing, from Japan, motor vehicles, industrial trucks and equipment, and parts, supplies, accessories therefor, and motor vehicle and industrial equipment servicing tools and equipment, and of distributing, marketing, and selling same, at wholesale and retail, in the United States of America.

(b) To engage in the business of repairing and servicing motor vehicles and industrial trucks and equipment, and of performing all services necessary and incidental to such repairing and servicing, including the selling and supplying of gasoline, oil and other petroleum products, accessories, supplies, appliances and equipment.

6. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

7. The effect of the merger is as prescribed by law.

8. The effective date of the merger is April 1, 1984.

IN WITNESS WHEREOF the parties have executed this Agreement.

TOYOTA MOTOR SALES, U.S.A., INC.

MARCH 19, 1984
Date By [Signature]
Y. TOUO, President

MARCH 9, 1984
Date By Nobuyoshi Ono
N. ONO, Secretary

TOYOTA INDUSTRIAL TRUCKS,
U.S.A., INC.

MARCH 19, 1984
Date By [Signature]
M. HOSHINO, President

MARCH 19, 1984
Date By T. Nakamura
T. NAKAMURA, Secretary

C ERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

Y. TOGO and N. ONO certify that:

1. They are President and Secretary, respectively, of TOYOTA MOTOR SALES, U.S.A., INC., a California Corporation (the "Corporation").

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Sole Shareholder of the Corporation.

3. Shareholder approval was by the holder of 100% of the outstanding shares of the corporation.

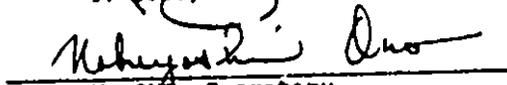
4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

MARCH 19, 1984
Dated


Y. TOGO, President

MARCH 19, 1984
Dated


N. ONO, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

M. HOSHINOYA AND T. NAKAMURA certify that:

1. They are the President and the Secretary, respectively, of TOYOTA INDUSTRIAL TRUCKS, U.S.A., INC., a California corporation (the "Corporation").

2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Sole Shareholder of the Corporation.

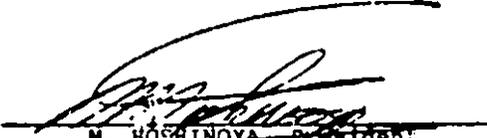
3. Shareholder approval was by the holder of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

MARCH 19, 1984

Date


M. HOSHINOYA, President

MARCH 17, 1984

Date


T. NAKAMURA, Secretary

346014

A309458

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOYOTA MOTOR SALES, U.S.A., INC.
(a California Corporation)

FILED
in the office of the Secretary of State
of the State of California

JAN 7 1986

WALTER FONG III, Secretary of State

Deputy

YALE GIESEL and TAKUMA SATOH certify:

1. That they are the Senior Vice President, and Treasurer and Assistant Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., a California corporation.

2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

"The corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be FIVE THOUSAND FIVE HUNDRED (5,500); the aggregate par value of all of said shares shall be FIFTY-FIVE MILLION DOLLARS (\$55,000,000); and the par value of each of said shares shall be TEN THOUSAND DOLLARS (\$10,000)."

3. The foregoing amendment has been approved by the Board of Directors of said corporation.

4. The foregoing amendment was approved by the sole Shareholder of said corporation in accordance with §903 of the California General Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on January 6, 1986.


YALE GIESEL
Senior Vice President


TAKUMA SATOH
Treasurer and Assistant Secretary

The undersigned, YALE GIESEL and TAKUMA SATOH, the Senior Vice President, and Treasurer and Assistant Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at Torrance, California on January 6, 1986.


YALE GIESEL
Senior Vice President


TAKUMA SATOH
Treasurer and Assistant Secretary

9550D

346014

A323001

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOYOTA MOTOR SALES, U.S.A., INC.
(a California Corporation)

FILED
In the office of the Secretary of State
of the State of California

JAN 27 1987

March Fong Eu
MARCH FONG EU, Secretary of State

Yale Gieszl and Akira Kisaki certify:

1. That they are the Senior Vice President and Treasurer, respectively, of Toyota Motor Sales, U.S.A., Inc., a California corporation.
2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

"The corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be ELEVEN THOUSAND (11,000); the aggregate par value of all of said shares shall be ONE HUNDRED TEN MILLION DOLLARS (\$110,000,000); and the par value of each of said shares shall be TEN THOUSAND DOLLARS (\$10,000)."

3. The foregoing amendment has been approved by the Board of Directors of said corporation.
4. The foregoing amendment was approved by the sole Shareholder of said corporation in accordance with §903 of the California General Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on January 23, 1987.

Yale Gieszl
Yale Gieszl
Senior Vice President

Akira Kisaki
Akira Kisaki
Treasurer

The undersigned, Yale Giesl and Akira Kisaki, the Senior Vice President and Treasurer, respectively, of Toyota Motor Sales, U.S.A., Inc., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at Torrance, California on January 23, 1987.


Yale Giesl
Senior Vice President


Akira Kisaki
Treasurer

F0370025.

A244722

34601

FILED
In the office of the Secretary of State
of the State of California

JAN 26 1988

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TOYOTA MOTOR SALES, U.S.A., INC.
(a California Corporation)

March 7, 1988
MARCH FOURTH 1988

Yale Gleszl and Akira Kisaki certify:

1. That they are the Senior Vice President-Finance and Administration and Treasurer and Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., a California corporation.

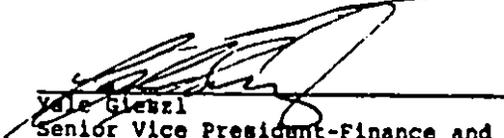
2. Article IV of the Articles of Incorporation of this corporation shall be amended to read as follows:

"This Corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be Sixteen Thousand Five Hundred (16,500); the aggregate par value of all of said shares shall be One Hundred and Sixty Five Million Dollars (\$165,000,000); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000)."

3. The foregoing amendment has been approved by the Board of Directors of said corporation.

4. The foregoing amendment was approved by the sole shareholder of said corporation in accordance with §903 of the California General Corporation Law.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on January 22, 1988.


Yale Gleszl
Senior Vice President-Finance and
Administration


Akira Kisaki
Treasurer and Secretary

The undersigned, Yale Gieszl and Akira Kisaki, the Senior Vice President-Finance and Administration and Treasurer and Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at Torrance, California on January 22, 1988.



Yale Gieszl
Senior Vice President Finance and
Administration



Akira Kisaki
Treasurer and Secretary

A363600

346014

FILED
In the office of the Secretary of State
of the State of California

JAN 20 1989

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TOYOTA MOTOR SALES, U.S.A., INC.
(a California Corporation)

March 7, 1989
MARCH 7 1989
SECRETARY OF STATE

Yukiyasu Togo and Yale Gieszl hereby certify:

1. That they are the President and Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., a California Corporation.
2. In accordance with §307(b) of the California General Corporations Law, the Board of Directors has approved the following amendments to the Articles of Incorporation of the corporation.

Article IV is amended to read in full as follows:

"The corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be Twenty Two Thousand (22,000); the aggregate par value of all of said shares shall be Two Hundred and Twenty Million Dollars (\$220,000,000); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000)."

3. The foregoing amendment was approved by the sole shareholder of the corporation in accordance with §903 of the California General Corporation Law.
- IN WITNESS WHEREOF, the undersigned have executed this Certificate on January 18, 1989.

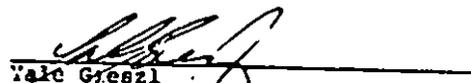
[Signature]
Yukiyasu Togo
President

[Signature]
Yale Gieszl
Secretary

The undersigned, Yukiyasu Togo and Yale Gicszi, the President and Secretary, respectively, of Toyota Motor Sales, U.S.A., Inc., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of their own knowledge.

Executed at Torrance, California on January 18, 1989.


Yukiyasu Togo
President


Yale Gicszi
Secretary

346014

FILED
In the office of the Secretary of State
of the State of California

A381801

JAN 24 1990

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

March Fong Eu
MARCH FONG EU, Secretary of State

ROBERT A. BEST AND YALE GIESZL certify that:

1. They are the Group Vice President and Secretary, respectively, of TOYOTA MOTOR SALES, U.S.A., INC., a California corporation.

2. Article IV. of the Articles of Incorporation of this corporation is amended to read as follows:

"The Corporation is authorized to issue only one class of shares of stock; the total number of said shares shall be Twenty Five Thousand Five Hundred (25,500); the aggregate par value of all of said shares shall be Two Hundred and Fifty Five Million Dollars (\$255,000,000); and the par value of each of said shares shall be Ten Thousand Dollars (\$10,000)."

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors of said corporation.

4. The foregoing Amendment of Articles of Incorporation has been duly approved by the required vote of the sole shareholder of the corporation in accordance with Section 902 of the California Corporations Code.

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment are true and correct of their own knowledge.

DATE: January 22, 1990

Robert A. Best
Robert A. Best
Group Vice President

Yale Gieszl
Yale Gieszl
Secretary