

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

70371

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

NATIONSCREDIT FINANCIAL SERVICES CORPORATION

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 NATIONSCREDIT FINANCIAL SERVICES CORPORATION

SECOND: The name which it elects to use in Rhode Island is
N/A

(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 North Carolina

FOURTH: The date of its incorporation is November 09, 1992 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 NationsBank Corporate Center 100 N. Tryon St., Charlotte, N C 28255

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

Kathy L. ...
Signature

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

See Attached

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

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-------------------|----------------|----------------|
| See Attached..... | Director | |
| | Director | |
| | 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> |
|-------------------------|--------------|---------------|---|
| 10,000 | Common | - | NPV |

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> |
|-------------------------|--------------|---------------|---|
| 1000 | Common | - | NPV |

* The company does intend to transact business eventually, but the exact figures are unknown at this time.

* ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 0

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

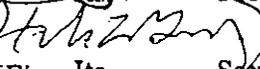
* THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 0

* 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 _____, 19 92

NATIONSCREDIT FINANCIAL SERVICES CORPORATION
[Exact Corporate Name of Corporation Making Application]

By 
James R. Trigg Its President
and 
Frank L. Gentry Its Secretary

STATE OF North Carolina }
COUNTY OF Mecklenburg } Sc.

At Charlotte NC in said County on the 16th day
of November 1992, before me personally appeared James
R. Trigg

, who being by me first duly sworn, declared that
he is the President of NATIONSCREDIT FINANCIAL SERVICES CORPORATION,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

My Commission Expires November 29, 1992

Rec'd & Filed NOV 19 1952

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RECEIVED

OFFICERS

Name

Social Security Number

President

James Richards Trigg
Business Address:

Residence Address:

511-42-7745
NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
1579 Queens Road West
Charlotte, NC 28207

Vice President

Frederick Joel Chasteen
Business Address:

Residence Address:

258-70-5084
NationsBanc Financial Services
1979 Lakeside Parkway, Suite 900
Tucker, GA 30084
4815 Franklin Pond Road
Atlanta, GA 30342

Secretary

Frank Lewis Gentry
Business Address:

Residence Address:

251-68-3130
NationsBank Corporate Center
100 North Tryon Street
NC1007-12-02
Charlotte, NC 28255
3028 Brookmont Place
Charlotte, NC 28210

Treasurer

Amy Woods Brinkley
Business Address:

Residence Address:

239-02-8651
NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
19318 Betty Stough Road
Huntersville, NC 28078

DIRECTORS

Name

Social Security Number

Amy Woods Brinkley
Business Address:

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NationsBank Plaza
101 South Tryon Street
NC1002-23-60
Charlotte, NC 28255
19318 Betty Stough Road
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Residence Address:

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Business Address:

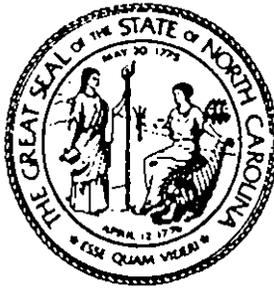
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NC1002-23-60
Charlotte, NC 28255
1579 Queens Road West
Charlotte, NC 28207

Residence Address:

RIDER OF
PURPOSE CLAUSE

To engage in any lawful act or activity for which corporations may be formed under the laws of this state & to engage in the financial services business, including consumer and commercial financing.

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all whom these presents shall come, Greetings:

I, Rufus L. Edmisten, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF INCORPORATION
OF
NATIONSCREDIT FINANCIAL SERVICES CORPORATION**

the original of which is now on file and a matter of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 13th day of November 1992.



Rufus L. Edmisten

Secretary of State