

Filing Fee: \$75.00

ID Number: 36377



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**BUSINESS CORPORATION**

**APPLICATION FOR  
AMENDED CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)**

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Deere Marketing Services, Inc.
2. It is incorporated under the laws of Delaware
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on November 5, 1985, authorizing it to transact business in Rhode Island under the name of: Deere Marketing Services, Inc.
4. The corporate name of the corporation has been changed to John Deere Shared Services, Inc. *(10/23/01)*

*(If no change, so indicate.)*

5. The name, if different, which it elects to use in Rhode Island is:
  - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
  - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

*(If no other or additional purposes are proposed, insert "No Change.")*

No Change.

**FILED**

NOV 13 2001

By [Signature]  
273479

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
no change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 21,000,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 394,000,000.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 0.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0%. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: 6 August '01

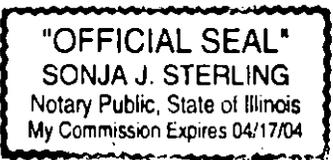
John Deere Shared Services, Inc.  
 Print Exact Name of Corporation Making Application

By Douglas C. DeVries  
 Douglas C. DeVries  
 President or  Vice President (check one)

By Michael A. Harrine  
 Michael A. Harrine  
 Secretary or  Assistant Secretary (check one)

STATE OF ILLINOIS  
 COUNTY OF Rock Island

In Illinois, on this 6th day of August, 2001, personally appeared before me Douglas C. DeVries and Michael A. Harrine, being by me first duly sworn, declared that he/she is the Vice President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



Sonja J. Sterling  
 Notary Public  
 My Commission Expires: April 17, 2004

To the Secretary of State  
State of Rhode Island  
Providence, Rhode Island

Deere Credit Services, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware and authorized to transact business in the State of Rhode Island hereby consents to the qualification in Rhode Island of a corporation having the name John Deere Shared Services, Inc.

In Witness Whereof said Deere Credit Services, Inc. has caused these presents to be executed in its corporate name by its Senior Vice President and Treasurer, thereunto duly authorized, and its corporate seal to be hereunto affixed, this 5<sup>th</sup> day of November, 2001.

Deere Credit Services, Inc.

By Steven E. Warren  
Steven E. Warren  
Senior Vice President and Treasurer

(CORPORATE SEAL)

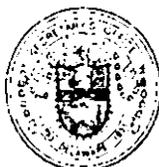
Attest:

Michael A. Harring  
Secretary

*State of Delaware*  
*Office of the Secretary of State*      PAGE 1

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DEERE MARKETING SERVICES, INC.", CHANGING ITS NAME FROM "DEERE MARKETING SERVICES, INC." TO "JOHN DEERE SHARED SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2072209 8100

AUTHENTICATION: 1382541

010502949

DATE: 10-10-01

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION**

Deere Marketing Services, Inc., a corporation organized and existing under and by virtue of the General Corporation of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the Minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Deere Marketing Services, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the corporation is John Deere Shared Services, Inc.

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Deere Marketing Services, Inc. has caused this certificate to be signed by Michael A. Harring, its Secretary, this 22<sup>nd</sup> day of December, 2000.

Deere Marketing Services, Inc.

By: Michael A. Harring  
Michael A. Harring  
Secretary

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