

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. # 70790

**APPLICATION FOR  
CERTIFICATE OF AUTHORITY  
OF**

Financial Services Vehicle Trust

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 Financial Services Vehicle Trust

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

Financial Services Vehicle Trust, 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 Delaware

FOURTH: The date of its incorporation is September 11, 1995 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 1201 Market Street, Wilmington, Delaware 19801

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

C T CORPORATION SYSTEM

G. L. Hatfield  
Signature  
G. L. HATFIELD, ASST. SECY.

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

To form a business trust which trust shall acquire from time to time Trust Assets such as cash capital and retail lease contracts. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

**FILED**

AUG 5 1996

By AS #55  
165408

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

<u>Name</u>	<u>Office</u>	<u>Address</u>
See attached list of directors	Director	
	Director	
	Director	
See attached list of officers	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>
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N/A

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>
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N/A

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

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

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

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 \$ n/a

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 April 2, 19 96

Financial Services Vehicle Trust  
(Exact Corporate Name of Corporation Making Application)

By

Kevin P. Westfall  
Its President

and

Allen Henrici  
Its Secretary

STATE OF Ohio } SC.  
COUNTY OF Franklin

At Hilliard in said County on the 2nd day  
of April 1996, before me personally appeared Kevin P.  
Westfall, who being by me first duly sworn, declared that  
he is the president of Financial Services Vehicle Trust  
that he signed the foregoing document as such president of the  
corporation, and that the statements therein contained are true.

Paula A. DiNapoli  
Notary Public  
Paula A. DiNapoli  
PAULA A. DINAPOLI, Attorney At Law  
NOTARY PUBLIC, STATE OF OHIO  
My Commission Expires 03/03/98  
Section 147.03 R.C.

(NOTARIAL SEAL)

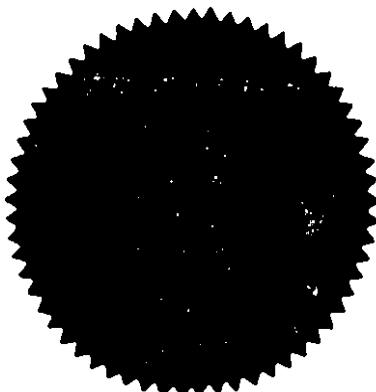
STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
OFFICE OF THE SECRETARY OF STATE  
CERTIFICATE OF AUTHORITY  
OF

I, \_\_\_\_\_ Secretary of State of the  
State of Rhode Island hereby certify that duplicate originals of an Application of

\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified  
pursuant to the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, have  
been received in this office and are found to conform to law, and that the foregoing is a  
duplicate original of the Application for such Certificate.

Witness my hand and the seal of the State  
of Rhode Island this \_\_\_\_\_ day of  
19 \_\_\_\_\_

\_\_\_\_\_  
Secretary of State



**BMW FINANCIAL SERVICES NA, INC.  
OFFICERS**

NAME	BUSINESS ADDRESS	HOME ADDRESS	DATE OF BIRTH	PLACE OF BIRTH
Kevin P. Westfall President SS # 273-58-1446	300 Chestnut Ridge Road Woodcliff Lake, NJ 07675	300 Prospect Avenue, 15C Hackensack, NJ 07601	11/23/55	PA
Stefan Krause Vice President SS # 153-94-2394	Same as above	28 Ware Road Upper Saddle River, NJ 07458		
Robert E. Devine Vice President SS # 049-36-2830	Same as above	22 Jodi Drive Wallingford, CT 06492	9/23/46	CT
Robert G. Wennemer Treasurer SS # 154-38-9101	Same as above	182 Wilshire Drive Belle Mead, NJ 08502	8/4/52	NJ
J. Allen Henrici Secretary SS # 150-38-6195	Same as above	3 Dennis Court Woodcliff Lake, NJ 07675	8/5/52	NJ
Kathleen Wall Assistant Secretary	Same as above	644 Old Mill Road Franklin Lakes, NJ 07417	1/7/50	IL

1997

DIRECTORS

Lorenz Guetner Director	Postfach 4501 55 Heidenmannstrabe 164 D-8000 Munchen 45	Febastainsplat 6 80331 Munchen 45	11/12/42	Germany
Dr. Karl Sommer Financial Director	300 Chestnut Ridge Road Woodcliff Lake, NJ 07675	201 Soundview Avenue White Plains, NJ 10606	3/27/44	Germany
Kevin P. Westfall President	Same as above			

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "FINANCIAL SERVICES VEHICLE TRUST", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 1995, AT 4 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

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AUTHENTICATION:

8038279

DATE:

07-24-96