

Filing Fee: \$150.00

ID Number: 112394



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

BMW Financial Services NA, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

BMW FS NA, LLC (E) 32798

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 05/01/2000

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street Providence , RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T CORPORATION SYSTEM
(Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

N/A

9. The mailing address for the limited liability company is:

300 Chestnut Ridge Road

Woodcliff Lake, NJ 07675

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MAY 5 2000
BY [Signature]
243256

10. The limited liability company is to be managed by:

(Check one box only)

its members or by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

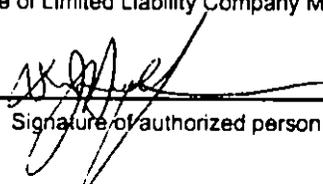
Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: January 31, 2000

BMW Financial Services NA, LLC

Print Exact Name of Limited Liability Company Making Application

By _____


Signature of authorized person

Dennis J. Helfman

CONSENT TO USE OF NAME

BMW Financial Services NA, Inc., a corporation organized under the laws of the State of Delaware, hereby consents to the registration of **BMW Financial Services NA, LLC** in the State of Rhode Island.

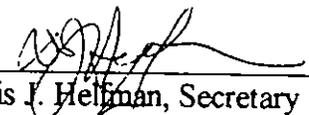
IN WITNESS WHEREOF, the said BMW Financial Services NA, Inc. has caused this consent to be executed by its President and attested under its corporate seal by its Secretary, this 31st day of January, 2000.

BMW Financial Services NA, Inc.

By:


Stefan Krause, President

Attest:


Dennis J. Helfman, Secretary

(Corporate Seal)

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BMW FINANCIAL SERVICES NA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BMW FINANCIAL SERVICES NA, INC." TO "BMW FINANCIAL SERVICES NA, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 10:30 O'CLOCK A.M.



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0410704

DATE: 05-01-00