

Filing Fee: \$20.00

ID Number: 21898



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

STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION

Pursuant to the provisions of Sections 7-1.1-12 or 7-1.1-107 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1(1)

- 1. The name of the corporation is CATERPILLAR FINANCIAL SERVICES CORPORATION
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: 10 Weybosset Street, Providence, RI 02903
3. The address of the NEW registered office is: Suite 900, 170 Westminster Street, Providence, RI 02903
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is: C T Corporation System
5. The name of the NEW registered agent is: Corporation Service Company
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on (a date not prior to, nor more than 30 days after, filing this statement)
7. The change was authorized by resolution duly adopted by its board of directors. [Strike if inapplicable pursuant to Section 7-1.1-51(1).]

Date: 2/26/04

CATERPILLAR FINANCIAL SERVICES CORPORATION
Print Corporate Name

By Laura R. Dunlap
Its President or Its Vice President
Laura R. Dunlap, Attorney in Fact

STATE OF Florida
COUNTY OF Leon

In Tallahassee Florida on this 26th day of Feb, 04, personally appeared before me Laura R. Dunlap who, being by me first duly sworn, declared that he/she is the Attorney in Fact 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.

FILED

MAR 03 2004

Cynthia L. Harris
Notary Public
My Commission Expires



CYNTHIA L. HARRIS
MY COMMISSION # DC 200304
EXP. RES: May 16, 2007
Contact: Tru B. Splet Notary Services

By M 23225 GAA

STATE OF TENNESSEE  
COUNTY OF DAVIDSON

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT R. Clay Thompson, the Secretary of Caterpillar Financial Services Corporation ("the Company"), a Corporation established under the laws of Delaware, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Laura R. Dunlap and Patricia Pizzuto attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

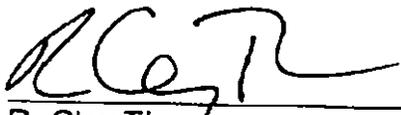
The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Laura R. Dunlap shall exercise the power of Vice President and Patricia Pizzuto shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

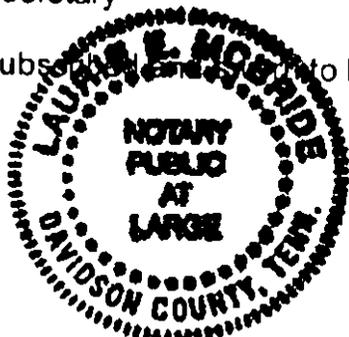
This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by [name of officer executing this Power of Attorney], which ever shall occur first.

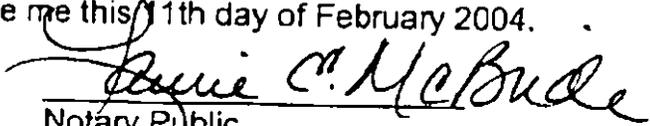
IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 11th day of February 2004.

Caterpillar Financial Services Corporation

BY:   
R. Clay Thompson  
Secretary

Subscribed and sworn to before me this 11th day of February 2004.



  
Notary Public

CATERPILLAR FINANCIAL SERVICES CORPORATION  
SUBSIDIARY ENTITY LIST

CATERPILLAR COMMERCIAL ACCOUNT CORPORATION  
CATERPILLAR FINANCIAL ACQUISITION FUNDING LLC  
CATERPILLAR FINANCIAL ASSET SALES CORPORATION  
CATERPILLAR FINANCIAL DEALER FUNDING LLC  
CATERPILLAR FINANCIAL FUNDING CORPORATION  
CATERPILLAR FINANCIAL MEMBER COMPANY  
CATERPILLAR FINANCIAL RECEIVABLES CORPORATION  
CATERPILLAR INSURANCE COMPANY  
CATERPILLAR INSURANCE HOLDINGS INC.  
CATERPILLAR INTERNATIONAL SERVICES CORPORATION  
CATERPILLAR POWER VENTURES CORPORATION  
CATERPILLAR REDISTRIBUTION SERVICES INC.  
CATERPILLAR/SCB INVESTMENTS LP  
CATERPILLAR/SCB RECEIVABLES FINANCE, LP  
CFRC/CFMC INVESTMENTS, LLC  
CFRC/CFMC INVESTMENTS, LLC  
FCC EQUIPMENT FINANCING, INC.  
IRONPLANET.COM, INC.