

COMPANIES ACTS 1985 to 1989

Company Number: 3471082

GMAC-RFC Holdings Limited

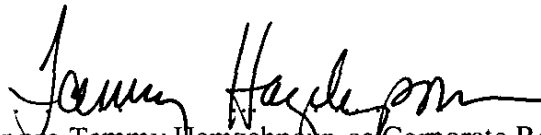
(the "Company")

SPECIAL RESOLUTION OF THE COMPANY

The following resolution was duly passed by the Company's members by way of written resolution dated 4th December 2007

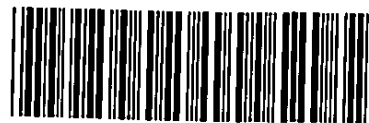
- 1 THAT the Memorandum and Articles of Association of the Company be amended to reflect an increase to the share capital of the Company from £68,200,000 divided into 68,200,000 shares of £1 each to £188,200,000 divided into 188,200,000 shares of £1 each and to generally and unconditionally authorise the Directors, in accordance with section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £188,200,000

Signed Members


Per pro Tammy Hamzehpour, as Corporate Representative
Residential Funding Company, LLC

Dated 4th December 2007

THURSDAY



A24 *AFKTJVGW* 271
13/12/2007
COMPANIES HOUSE