

3471082


GMAC-RFC Holdings Limited
(the "Company")

Minutes of an Extraordinary General Meeting of the Company duly convened and held at 5 Arlington Square, Downshire Way, Bracknell, Berkshire RG12 1WA on 30th June 2008

Present: Tammy Hamzehpour (Corporate Representative)

In attendance: Phillip Simpson (Secretary)
Simon Knight
Jeff Lundgren
Christopher Nordeen

- 1 Mrs Tammy Hamzehpour was appointed Chairman
- 2 The Members consented to short notice of the meeting and proposed and declared that
 - 1 **IT WAS RESOLVED** by SPECIAL RESOLUTION that the Memorandum and Articles of Association of the Company be amended to reflect an increase to the share capital of the Company from £188,200,000 divided into 188,200,000 shares of £1 each to £363,200,000 divided into 363,200,000 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 £363,200,000
 - 2 There being no further business the meeting closed


Tammy Hamzehpour
Corporate Representative

FRIDAY



ABTFQ1BV

A15

11/07/2008

144

COMPANIES HOUSE