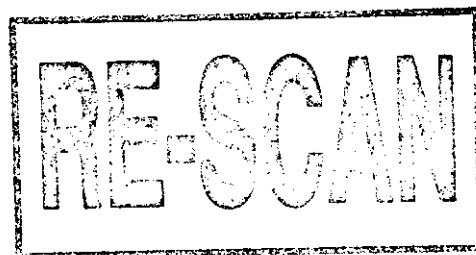


FILE COPY



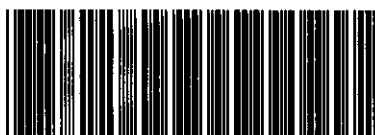
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3471082

The Registrar of Companies for England and Wales hereby certifies that
GMAC-RFC (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GMAC-RFC HOLDINGS LIMITED

Given at Companies House, Cardiff, the 18th March 2002



C03471082H



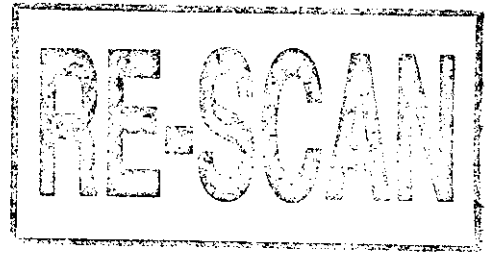
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERSEDES THE
CERTIFICATE/~~DOCUMENT~~ ON FILE WHICH
INCORRECTLY QUOTED THE NAME OF THE COMPANY
AS

GMAC_RFC HOLDINGS LIMITED

HC006B

FILE COPY



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Given at Companies House, Cardiff, the 18th March 2002

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A
MISTAKE IN THE NAME OF THE COMPANY
AND IS SUPERSEDED BY THE
CERTIFICATE/~~DOCUMENT~~ ON FILE



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

BARC
025651



SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT

NEW COMPANIES

5

- 6 MAR 2002

COMPANY NUMBER 3471082

COMPANY NAME GMAC-RFC (UK) Limited

At an Extraordinary General Meeting of the members of the above named company,
duly convened and held at:

Eastern Gate, Brants Bridge, Bracknell, Berkshire RG12 9BZ

on the 4th day of March 20 02

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME GMAC-RFC Holdings Limited

Signature: 
~~Chairman, Director, Secretary or Officer of the Company~~

Notes:

NB. The copy resolution must be filed with the Registrar of Companies within 15 days after the passing of the resolution. Please insert name and address to which the certificate is to be sent.

THIS CERTIFICATE/DOCUMENT SUPERSEDES THE
CERTIFICATE/DOCUMENT ON FILE WHICH
IS NOTICE OF A MEETING AND NOT
A SPECIAL RESOLUTION

GMAC-RFC (UK) Limited

ACCEPT UNSTAMPED L 10

NE/CN

SIGNED

DATE


Number: 3471082

THIS IS SHORT NOTICE THAT an Extraordinary General Meeting of the Members of GMAC-RFC (UK) Limited will be held at Eastern Gate, Brants Bridge, Bracknell, Berkshire RG12 9BZ on 4th March 2002 at 2.35pm.

The business of the meeting will be to consider and, if thought fit, pass the following Special Resolution:-

that the Company's name change to GMAC RFC Holdings Limited.

By order of the Board


.....
Secretary

23 February 2002
.....
Date

The registered office of the Company is: Eastern Gate Brants Bridge Bracknell
Berkshire RG12 9BZ

NOTE: A Member of the Company who is entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy, who need not be a Member of the Company, to attend and vote instead of him.

THIS CERTIFICATE/DOCUMENT CONTAINS A
MISTAKE, IT IS "NOTICE" OF A MEETING
AND IS SUPERSEDED BY THE
CERTIFICATE/DOCUMENT ON FILE