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FILED NO. 513

BOOK 39 PAGE 341

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AFFIDAVIT

STATE OF INDIANA)
)SS:
COUNTY OF VANDERBURGH)

Compared

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee \$15.00

I, Jeffrey L. Ledbetter, being duly sworn on oath, do depose and state that I am an Assistant Secretary of American General Finance of America, Inc., an Iowa corporation and that I am personally familiar with the records of American General Finance of America, Inc. and the facts herein stated.

By Articles of Amendment to the Articles of Incorporation, CREDITTHRIFT of America, Inc. changed its name to American General Finance of America, Inc.

These Articles of Amendment were filed at the Office of the Secretary of State of Iowa on July 28, 1989 and became effective August 1, 1989. A true and correct copy of the Articles of Amendment is attached as Exhibit "A".

The above statements are true to the best of my knowledge and belief.



[Handwritten Signature]

Jeffrey L. Ledbetter,
Assistant Secretary

STATE OF INDIANA)
)SS:
COUNTY OF VANDERBURGH)

SWORN to and SUBSCRIBED this 10th day of August, 1989,
by Jeffrey L. Ledbetter.



[Handwritten Signature]
Stephanie L. Stucki, NOTARY PUBLIC
Resident of Vanderburgh County,
State of Indiana

#9848

Polk

\$50.00

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
CREDITHRIFT of America, Inc.

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RECEIVED
SECRETARY OF STATE

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To the Secretary of State
of the State of Iowa:

Pursuant to the provisions of Section 58 of the Iowa Business Corporation Act, Chapter 496A, Code of Iowa, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I. The name of the corporation is CREDITHRIFT of America, Inc. The effective date of its incorporation was the 15th day of May, 1964.

II. The following amendment of the Articles of Incorporation was adopted by the shareholder of the corporation on June 26, 1989, in the manner prescribed by the Iowa Business Corporation Act:

RESOLVED, that the Articles of Incorporation of this corporation be amended by changing Article I, thereof so that, as amended, said Article shall be and read as follows:

"Article I. The name of the corporation is:
American General Finance of America, Inc."

III. The number of shares of the corporation outstanding at the time of such adoption was Three Thousand Five Hundred (3,500) common shares; and the number of shares entitled to vote thereon was Three Thousand Five Hundred (3,500) common shares.

IV. The number of shares voted for such amendment was Three Thousand Five Hundred (3,500) common shares; and the number of shares voted against such amendment was none.

V. This amendment shall be effective on August 1, 1989.

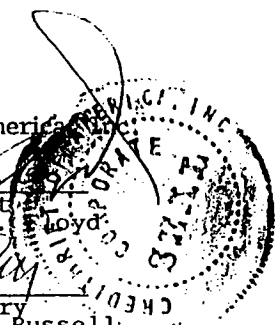
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Exhibit A

(Handwritten mark)

DATED July 13, 1989.

CREDITRIFT of America
By [Signature] X X
Its Vice President Robert F. Floyd
By [Signature]
Its Asst. Secretary Charles E. Russell



STATE OF INDIANA
COUNTY OF VANDERBURGH

On this 13th day of July, A.D. 1989, before me
Judith G. Olson a Notary Public in and for said County,
personally appeared Robert F. Floyd to me personally known,
who being by me duly sworn did say that he is Vice President of said
corporation, that the seal affixed to said instrument is the seal of said
corporation and that said Articles of Amendment were signed and sealed
on behalf of the said corporation by authority of its Board of Directors
and the said Vice President
acknowledged the execution of said instrument to be the voluntary act
and deed of said corporation by it voluntarily executed.

[Signature]
Vice President Robert F. Floyd

Subscribed and sworn to before me on the 13th day of July, 1989. In witness
whereof I hereunto subscribe my name and attach the seal of my office.

[Signature]
Notary Public in and for the State
of Indiana, Judith G. Olson

I am a resident of Vanderburgh
County, Indiana.
My Commission Expires: 1/9/91



Count...