

F07000000176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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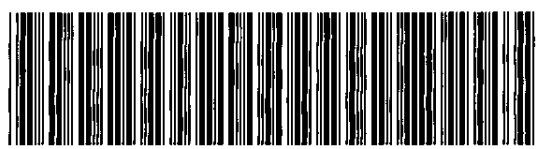
(Business Entity Name)

(Document Number)

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FILED  
2008 MAR 28 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc  
Tee's  
3/31/08



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CT  
1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
www.ctlegalsolutions.com

March 28, 2008

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7126109 SO  
Customer Reference 1: none given  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

DaimlerChrysler Financial Services Mexico, S.A. de C.V. (MEX.)  
New Name: New Name: Chrysler Financial Services Mexico, S.A. de C.V.  
Evidence of Amendment  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair  
CI, Operations Specialist  
Christina.McNeair@wolterskluwer.com

Attn:  
Thelma  
(please see attached letter)  
Thanks!

RECEIVED  
08 MAR 28 PM 3:10  
STATE  
CORPORATIONS  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

Thelma -

I spoke to you in regards to this amendment.

Mexico does not have a cert re name change document they can provide.

Enclosed are the original notarized documents from Mexico. The english translations are marked & I have make copies.

If you have any questions please contact me at 222-1092.

Thank you very much for your attention in this matter, I really appreciate it.

Chris McNeair  
CI Corporation

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F07000000176

(Document number of corporation (if known))

**FILED**  
**2008 MAR 28 AM 9:01**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

1. DaimlerChrysler Financial Services Mexico, S.A. de C.V. Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Mexico, Distrito Federal (Mexico City)

(Incorporated under laws of)

3. October 11, 2006

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? September 11, 2007

5. Chrysler Financial Services Mexico, S.A. de C.V. INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

N/A

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

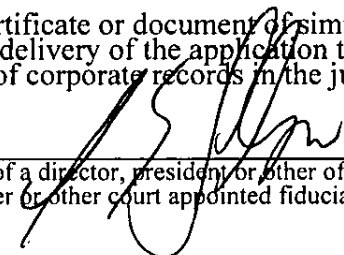
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

\_\_\_\_\_  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
\_\_\_\_\_  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jose Eduardo Salgado Villegas

(Typed or printed name of person signing)

Secretary

(Title of person signing)

NOTARY 122

Avenida de las Fuentes Número 509  
Colonia Jardines del Pedregal de San Ángel  
Delegación Álvaro Obregón, Zip Code 01900  
Telephone: 5568-4777  
Fax: 5568-4933  
Correo Electrónico: [arturotalavera@prodigy.net.mx](mailto:arturotalavera@prodigy.net.mx)

TESTIMONY OF CERTIFICATION OF THE INSTRUMENT ON THE MINUTES OF  
THE GENERAL SPECIAL STOCKHOLDERS' MEETING OF  
"DAIMLERCHRYSLER FINANCIAL SERVICES MEXICO, SOCIEDAD ANÓNIMA  
DE CAPITAL VARIABLE, RESULTING IN THE CHANGE OF NAME AND THE  
AMENDMENT OF THE FIRST CLAUSE OF THE CORPORATE BYLAWS.

INSTRUMENT: 22,198  
BOOK: 593  
YEAR: 2007

GENERAL DIRECTION OF LEGAL AFFAIRS  
DIRECTION OF PERMITS, ARTICLE 27 OF THE CONSTITUTION  
DELEGATION OF THE MINISTRY OF FOREIGN AFFAIRS

At the right hand margin appears a seal with the National Emblem that reads:  
United Mexican States  
Ministry of Foreign Affairs - SRE

Permit	3702937
File	199209037096
Folio	070829373001

Pursuant to the provisions of Articles 27, Subparagraph I, of the Political Constitution of the United Mexican States, 28, Subparagraph V of the Organic Public Administration Law, 16 of the Foreign Investment Law and 15 and 18 of the Regulation of the Foreign Investment Law and of the National Foreign Investment Registry and, with respect to the application submitted by the Mr. Gabriel Estuardo Figueroa Romo, representing DaimlerChrysler Financial Services Mexico, S. A. de C. V., grounded on the provisions of Article 39, subparagraph I item b) of the Interior Regulation of the Ministry of Foreign Affairs in force, we grant the permit to change the name, DaimlerChrysler Financial Services Mexico, S. A. de C. V., for the following name:

Chrysler Financial Services Mexico, S. A. de C. V.

Prior to the certification of the permit herein it must obtain an authorization from the Ministry of the Treasury and Public Credit to be able to change the name and use the term "Financial", in accordance with the provisions of Articles 5 and 105 of the Credit Institutions Law, the foregoing grounded on the provisions of Article 13 of the Regulations of the Foreign investment Law and of the National foreign Investment Registry.

This permit shall be null and void if within the next ninety working days from the day it is granted, the interested parties before a public notary the document corresponding to the organization, in question pursuant to the provisions in Article 17 of the Regulations of the Foreign Investment Law and of the National foreign Investment Registry. In addition, the interested party must notify of the name being hereby authorized to the Ministry of Foreign Affairs within the next six months to the issuance of same, in accordance with the provisions of Article 18 of the Regulations of the Foreign Investment Law and the National Foreign Investment Registry.

Álvaro Obregon, Federal District, the 29<sup>th</sup> day of August, 2007

The Commissioner

Prolongación Paseo de la Reforma Number 1,240, Fourteen Floor, Colonia Santa Fe, Cuajimalpa Delegation, Zip Cod4e 05348.

IX. That I held before me the aforementioned documents.

X. That I read and explained the value, consequences and scope of this instrument to the individual appearing, informing him of the right he has to personally read it, stating that he fully understood same and to be in agreement with same and he executed it on September 11, 2007, at which time I authorize same.

In witness.

Signature of Jose Eduardo Salgado Villegas

Arturo Talavera Autrique. Signature. Authorization Seal.

Arturo Talavera Autrique, holder of Notary Number one hundred and twenty-two for the Federal District.

I issue the first testimony, first in its order, in evidence for Chrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, in twelve useful pages. México, Federal District, September 11, 2007. In witness.

AEM/RRT/GEFR

Signature

TRANSLATOR'S NOTE: All the pages of the original document bear a seal that reads: United Mexican States, Arturo Talavera autrique, Esq., Notary 122, Federal District México and a stamp.

Recorded in the Public Commerce Registry under mercantile folio 169806.

\$961.00

Window receipt 93900104083104M09846

PTDA:

Dated: October 16, 2007

Mexico, F. D., October 19, 2007

Seals: Public Commerce Registry. The Registrar, Adan Ochoa Perez. Carlos del Ángel Pérez, Director of the Registration Process, Commerce and Real Estate of the General Direction of the Public Property and Commerce Registry of the GDF,

ARTURO TALAVERA AUTRIQUE, ESQ.  
NOTARY NUMBER 122 FOR THE FEDERAL DISTRICT

INSTRUMENT TWENTY-TWO THOUSAND ONE HUNDRED AND NINETY-EIGHT.

BOOK FIVE HUNDRED AND NINETY-THREE

México, Federal District on the eleventh day of September, two thousand and seven, I, Arturo Talavera Autrique, head of Notary number one hundred and twenty-two, for the Federal District, hereby evidence the Certification of the Minutes of the General Special Stockholders' Meeting of "DaimlerChrysler Financial Services Mexico", Sociedad Anónima de Capital Variable, carried out at the request of Mr. José Eduardo Salgado Villegas therein changing the name and the Amendment of the First Clause of the Corporate Bylaws, pursuant to following background and clauses:

BACKGROUND

I. Organization. By means of public writ number thirty-nine thousand one hundred and fourteen dated November twelve, nineteen hundred and ninety-two, before Cecilio González Márquez, Esq., head of notary number one hundred fifty-one for the Federal District, the first testimony of which was recorded in the Public Commerce Registry of this city, under mercantile folio number one hundred and sixty-nine thousand eight hundred and six, the company "Mercedes-Benz Leasing México, Sociedad Anónima de Capital Variable was organized, domiciled at México, Federal District, with a term of ninety-nine years, a minimum fixed capital stock of Three hundred Million pesos, Mexican Currency, currently three hundred thousand pesos, Mexican currency, unlimited maximum, clause for the admittance of foreigners and with the objective as declared on said writ.

II. Extension of Objective and Amendment of Bylaws. With writ number two thousand four hundred and forty-seven dated the thirty-first day of December, nineteen hundred and ninety-seven, before Uriel Olivas Sánchez, Esq., head of notary number two hundred and fifteen for the Federal District, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number one hundred sixty-nine thousand eight hundred and six, evidencing the certification of the Minutes of the General Special Stockholders' Meeting of "Mercedes-Benz Leasing México", Sociedad Anónima de Capital Variable, therein, among other things, the decision was made to extend the object of the corporation and as a result to amend the Third Clause of its corporate bylaws.

III. Amendment of the Corporate Bylaws. With writ number three thousand two hundred and sixty-six dated March twenty, nineteen hundred and ninety-eight, before the aforementioned notary, the first testimony of which was recorded in the



Public Commerce Registry for this city, under mercantile folio number one hundred and sixty-nine thousand eight hundred and six, evidencing the certification of the minutes of the General Special Stockholders' Meeting of "Mercedes-Benz Leasing México", Sociedad Anónima de Capital Variable, wherein, among other agreements it was decided to amend the sixteenth clause of the corporate bylaws.

IV. Amendment of Objective. With writ number five thousand two hundred and sixteen dated March twenty-four, nineteen hundred and ninety-nine, before the aforementioned notary, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number sixty-nine thousand eight hundred and six, therein evidencing the certification of the Minutes of the General Special Stockholders' Meeting of Mercedes-Bens Leasing Mexico, Sociedad Anónima de Capital Variable, wherein, among other things it was agreed to amend the objective of the corporation, amending for said purpose the third clause of the corporate bylaws.

V. Change of Corporate Name and Amendment of the Bylaws. With writ number eighty-one thousand two hundred and ninety-two dated May seventeen, nineteen hundred and ninety-nine, before Gerardo Correa Etchegaray, Esq., head of notary number eighty-nine for the Federal District, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number one hundred sixty-nine thousand eight hundred and six, therein evidencing the certification of the Minutes of the General Special Stockholders' Meeting of Mercedes-Bens Leasing Mexico, Sociedad Anónima de Capital Variable, wherein, among other things, it was agreed to amend the name of the corporation by that of "Debis Commercial Services, Sociedad Anónima de Capital Variable, and the subsequent amendment to the corporate bylaws.

VI. MERGER. With writ number eighty-one thousand six hundred and ninety-nine dated June thirtieth, nineteen hundred and ninety-nine, before the aforementioned notary, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number one hundred and sixty-nine thousand eight hundred and six, wherein "Debis Commercial Services, Sociedad Anónima de Capital Variable, merged as merger with "Chrysler Commercial, Sociedad Anónima de Capital Variable, as the merged party, substituting the first and the capital stock was increased to remain with a minimum fixed capital of three hundred thousand six hundred Pesos, Mexican Currency, and an unlimited maximum, amending for this purpose all the corporate bylaws and from said deed I copy in its corresponding part which to a word reads as follows:

... CORPORATE BYLAWS, FIFTH CHAPTER. STOCKHOLDER' MEETING. TWENTY-SIXTH. The General Stockholders' Meeting is the supreme body of the Corporation. Its resolutions or agreements must be implemented by the Sole Administration, by the Chairman of the Board of Directors, in its case. or by the individual or individuals expressly appointed by the meeting in question. Its

resolutions and agreements shall be binding even for those dissident or absent, except the rights of opposition set forth in the General Mercantile Corporation Law. TWENTY-SEVENTH. The General Stockholders' Meeting shall be regular or special. The special meetings shall be those held to discuss any (thus) of the issues discussed in article one hundred and eighty-two of the General Mercantile Corporations Law and with the understanding that the increases and decreases to the variable portion of the capital of the Corporation shall be resolved in a General Regular Stockholders' Meeting. The issues other than those set forth in the article one hundred and eighty-two of the General Mercantile Corporations Law shall be discussed in Regular Stockholders' Meetings, in accordance with the provisions of article one hundred and eighty-one of the General Mercantile Corporations Law and by this corporate bylaws. The General and Special Stockholders' Meetings, except in cases of force majeure or Actos of God, shall meet at the corporate address, on the day and hour set forth in the corresponding call. A regular stockholders' meeting must be held at least once a year, within the four months following the closing of the fiscal year, in order to resolve on the issues set forth in article one hundred and eighty-one of the General Mercantile Corporations Law.

TWENTY-NINTH. The calls for the special and regular stockholders' meetings may be issued by the sole administrator, by the board of directors, by two members, or by a proprietary corporate official or by an alternate of the corporation. The calls must include the date, hour, place and order of the day of the stockholders' meeting in question and shall be executed by the party submitting same. The calls for the stockholders' meetings must be published in the Official Gazette of the Federation or in a newspaper with a large circulation of the corporate address, at least (sic) fifteen days in advance of the day set forth for the stockholders' meeting in question. In addition, a copy must be submitted of the call to the stockholders of the corporation residing outside the corporate address, at the domicile set forth in the book for recording stock, by certified first class mail with acknowledgement of receipt, postage paid, by confirmed fax mail, in writing, attaching the call simultaneously by certified first class mail, with acknowledgement of receipt, postage paid, with the same advance period required for regular calls. The call mentioned shall not be necessary when in the stockholders' meeting in question all the shares into which the capital stock is divided are represented, nor when it is the continuation of a legally opened meeting, provided that when the meeting was adjourned the place, date and hour, in which it shall continue is informed. THIRTIETH. For a general special stockholders' meeting (sic) is considered legally open by virtue of a first call, the shares representing at least 50% of the capital stock should be present and the resolutions shall be valid when adopted by the favorable vote of the shares that represent at least the majority of the votes present.

However, when it is a second or ulterior call, the general regular stockholders' meetings thus called shall be legally opened regardless of the number of shares represented and the resolutions issued shall be considered legally valid if adopted

by the majority of the shares represented during the stockholders' meeting, Notwithstanding the number of shares represented during same. THIRTY-FIRST. For a general special stockholders' meeting to be considered legally open by virtue of a first call, shares equivalent to at least 75% of the capital stock must be represented. When it is a second or ulterior call, considered (thus) valid in all cases the favorable vote of the shares that represent at least 50% of the capital stock. THIRTY-SECOND. Stockholders' Meeting. To have the right to attend the general stockholders' meeting, the stockholders must deposit their shares or evidences of deposit of same in a credit institution, either abroad or in the country, in the Treasury of the corporation, at least the day prior to the date set forth for holding the respective meeting. The stockholders may be represented during the stockholders' meetings by attorneys in fact, either with a general power of attorney or with a proxy executed before two witnesses. THIRTY-THIRD. The general stockholders' meetings shall be presided by the sole administrator or, in its case, by the chairman of the Board of Directors and the acting secretary shall be the secretary of the corporation. In the absence of same, acting in said capacity shall be the individuals appointed by those present by unanimous vote. The chairman of the stockholders' meeting shall appoint one or several tellers to verify the presence of the corresponding quorum. In which, they shall proceed to discuss the order of the day. Any stockholder or group of stockholders that represent at least 33% of the shares represented in a stockholders' meeting shall have the right to request the adjournment for a period of three days without the need of a new call, for voting on any issue with respect to which they do not believe they have been sufficiently informed. This right may only be exercised once on the same issue. Any stockholders' voting against the resolution adopted by a general special stockholders' meeting with respect to the issues included in subparagraph four, five and six (Roman numbers) of Article 182 of the General Mercantile Corporations Law, shall have the right to abandon the corporation and to obtain reimbursement for its shares, in proportion to the corporate assets, in accordance with the last approved statements, provided same are requested within the following fifteen days after closing the stockholders' meeting. Of all stockholders' meeting, even of those not held due to lack of quorum, minutes shall be drafted and entered in the book of minutes of stockholders' meetings and same must be executed by the acting chairman and by the secretary of the meeting, as well as by the official officer or officers present. In addition the teller or tellers may also execute same, as well as by the stockholders who wish to do so. Attached to the addendum of each minute shall be the documents which in its case justify that the calls were made in accordance with the terms provided by the bylaws herein, as well as the roll call, the proxies and the reports and other documents submitted to the consideration of the general stockholders' meeting in question, as well as a copy of the corresponding minutes, when due to any reason the minutes of the stockholders' meetings (thus) may not be transcribed on the minutes of stockholders' meeting book of the corporation, said minutes must be certified before a notary public. The minutes of the general special stockholder's meetings must, in addition to being transcribed in the book of minutes of the corporation, must be certified before a

notary public and must be recorded in the Section of Commerce of the Public Property Registry at the corporate address. THIRTY-FOURTH. The resolutions adopted outside a general stockholders' meeting, whether regular or special, by unanimous vote of all the stockholders shall have, for all legal purposes, the same validity (thus) as if they had been adopted during a general regular or special stockholders' meeting, provided said resolutions are submitted in writing, executed by all the stockholders' of the corporation. The resolutions must be entered on the book of minutes of stockholders' meeting and at the end of the entry the secretary of the Board or the individual appointed in the corresponding resolution must enter that same is a true copy of the original and must execute said statement.

VII. Change of Name and Amendment of the Corporate Bylaws. With writ eighty-seven thousand, four hundred and seventy-two dated April 9, 2001 before the aforementioned notary, the first testimony of which was recorded in the Public commerce Registry of this city, under mercantile folio number one hundred and sixty-nine thousand, eight hundred and six, therein evidencing the certification of the general special stockholders' meeting of "Debis Commercial Services", Sociedad Anónima de Capital Variable, wherein, among other things, it was agreed to change the name to DaimlerChrysler Services de México, Sociedad Anónima de Capital Variable, amending for said purpose the first clause of the corporate bylaws.

VIII. Extension of the corporate objective and amendment of the corporate bylaws. With writ sixty-six thousand, nine hundred and five dated May 26, 2005 before F. Javier Gutiérrez Silva, Esq., holder of notary one hundred and forty-seven, for the Federal District, the first testimony of which was recorded in the Public Commerce Registry of this city, under mercantile folio number one hundred and sixty-nine thousand, eight hundred and six, therein evidencing the certification of the general special stockholders' meeting of "DaimlerChrysler Services de Mexico", Sociedad Anónima de Capital Variable, wherein, among other things, it was agreed to expand the corporate objective pursuant to the provisions set forth in said writ and for said purpose the second clause of the corporate bylaws was amended.

IX Change of Name and Amendment to the Corporate Bylaws. With writ number sixty-seven thousand seven hundred and ninety-four, dated December seven, two thousand and five, before the aforementioned notary, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number one hundred and sixty-nine thousand eight hundred and six, therein evidencing the certification of the minutes of the general special stockholders' meeting of DaimlerChrysler Services de México, Sociedad Anónima de Capital Variable, wherein among other things it was decided to change the name for that of DaimlerChrysler Financial Services México", Sociedad Anónima de Capital Variable, amending for said purpose the first clause of the corporate bylaws.

X. Expansion of Objective and Amendment of the Corporate Bylaws. With writ number one thousand nine hundred and four, dated August thirty, two thousand and six, before Guillermo Alberto Rubio Díaz, Esq., head of notary number one hundred and thirty-three for Atizapan de Zaragoza, State of México, the first testimony of which was recorded in the Public Commerce Registry for this city, under mercantile folio number one hundred and sixty-nine thousand eight hundred and six, therein evidencing the certification of the minutes of the general special stockholders' meeting of DaimlerChrysler Financial Services México, Sociedad Anónima de Capital Variable, wherein among other things it was decided to expand the corporate objective of the corporation and to amend the second, seventeenth and eighteenth clauses of the corporate bylaws and from said writ, I copy as corresponds what to a word reads:

...2. By reason of the resolution adopted in the foregoing item, it is approved to modify the Second Clause of the Corporate bylaws to be drafted as follows:

... Second. The corporate objective shall be: (a) to take and give money as a loan, to grant credits, to obtain and grant all type of financing, with or without security, without the foregoing constituting a receipt of resources from the general public.

(b) The lease of motor vehicles, tow cars and semi tow cars, to drive in roads and bridges of federal jurisdiction, in accordance with the authorization, permits and assignments for said purposes granted by the Ministry of Communication and Transportation, same which may used for general cargo transportation, without in any case directly rendering the services of federal auto-transportation for passengers, tourism or cargo.

(c) To lease all type of cargo and passenger trucks, automobiles, tow cars and, in general, transportation vehicles and other products manufactured or distributed by the DaimlerChrysler group or any other manufacturer, producer, distributor or trademark.

(d) To acquire motor vehicles either by purchase or sale or by adjudication, to sell same and to grant mercantile commissions to third parties for their sale.

(e) The rendering, establishment and exploitation of the local public services for leasing motor vehicles, tow cars and semi-tow cars or automobiles for transportation in roads and bridges of local jurisdiction, in accordance with the authorizations, permits and assignments, for said purpose granted by the corresponding authorities, without in any case being able to directly render the services of federal vehicle transportation, for passengers, tourism or cargo.

(f) To acquire, sell, lease, import, possess, use and export, under any legal title, all type of properties and real estate, necessary or convenient for performing the activities of the corporation.

(g) To devote for the activities of the corporation its own resources or forthcoming of the following individuals or institutions, with the understanding that the corporation shall at all times abstain from obtaining public resources in Mexico: (1) Credit institutions; (2) Insurance institutions; (3) Bonding institutions; (4) Credit auxiliary organizations and other financial intermediaries, not banking, legally authorized to grant financing; (5) Its (thus) stockholders and corporations wherein it directly or indirectly any corporation of the DaimlerChrysler group holds the control and solely and exclusively when the stockholders or corporations referred to in this item (5) do not accept from the public in México, directly or indirectly, the resources placed in the corporation.

The operations to obtain resources from the institutions mentioned in items from (1) to (4) of the foregoing paragraph shall be carried out in accordance with the laws applicable to said institutions.

The corporation shall, at all times, abstain from carrying out activities the object of which is an assignment or an authorization from the Federal Government to operate as financial intermediary, not banking, of any type.

(h) To provide counseling and advisory services in accounting, mercantile or financial matters, with respect to the objectives of the corporation.

(i) To promote, organize and manage all type of mercantile and civil corporations and to participate in the capital stock or patrimony of same, whether becoming a part of them as of their organization or else acquiring stock or interests in those already organized, as well as to sell, transport or in any other form sell said stock or interests.

j) To execute, grant, endorse, secure, acquire and transfer, by any legal means, all type of letters of credit and other securities or instruments authorized by Law.

k) To grant all type of guarantees with respect to the obligations of the Corporation, its stockholders, its subsidiary or affiliate corporations, or else from third parties, whether individuals or corporations.

l) To represent all type of individuals in its capacity as agent, intermediary, commissioner, factor, assignee or by any other legal means.

m) To render all type of collection services.

n) To carry out business processes related to computer systems and of information technology, as well as value added services of analysis, design, development, administration, maintenance, tests, safety, implementation,

maintenance and support of computer systems, as well as processing of data y business processing.

ñ) To render all type of trading services and collection of documented insurance in adhesion agreements, pursuant to the third paragraph of Article 41 of the General Mutual Insurance Institutions and Corporations Law

o) To acquire, sell, lease, possess, use and exploit under any legal means all type of trade names, trademarks, patents, certificates of invention and real rights over same, necessary or convenient for the achievement of its objective.

p) To withhold all those actions and operations and to execute all type of agreements and contracts which may be necessary or convenient for achieving the foregoing purposes.

XI. PERMIT FROM THE MINISTRY OF FOREIGN AFFAIRS. The individual appearing exhibits a permit granted by the Ministry of Foreign Affairs, number 3702937 (three, seven, zero, two, nine, three, seven), file number 199209037096 (one, nine, nine, two, zero, nine, zero, three, seven, zero, nine , six), Folio 070829373001 (zero, seven, zero, eight, two, nine, three, seven, three, zero, zero, one) date August twenty-nine, two thousand and seven, whereby Daimler Chrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, is authorized to change its name for that of Chrysler Financial Services México, Sociedad Anónima de Capital Variable, same which I attach to the addendum of of this writ under letter "A".

XII. Authorization from the Ministry of the Treasury and Public Credit. The individual appearing exhibits official document number "UBA/DGABM/1323/2007" (UBA, slash, DGABM slash one thousand three hundred and twenty-three slash two thousand and seven) issued by the Ministry of the Treasury and Public Credit on September seven, two thousand and seven, therein authorizing a DaimlerChrysler Financial Services México, Sociedad Anónima de Capital Variable, to use the term reserved "Finacial" in the change of name of DaimlerChrysler Financial Services Mexcico, Sociedad Anónima de Capital Variable, by that of Chrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, same which I attach to the addendum of this writ un letter "B".

XIII. Instrument of Certification. The individual appearing represents that the stockholders of DaimlerChrysler Financial Services México, Sociedad Anónima de Capital Variable, held a General Special Stockholders' Meeting of which minutes were drafted as exhibited in this act in six useful pages, together with its exhibits and he requests the certification in terms of article one hundred and ninety-four of the General Mercantile Corporations Law, same which I attach to the addendum of this instrument under letter "C". Said minutes to a word read as follows:

DaimlerChrysler Financial Services Mexico, S. A. de C. V.

MINUTES OF THE SPECIAL STOCKHOLDERS' MEETING

August 16, 2007

In Mexico City, Federal District at 11:00 A. M., on the 16<sup>th</sup> day of August, 2007, at the address of DaimlerChrysler Financial Services Mexico, S. A. de C. V., the following stockholders met to hold a Special Stockholders' Meeting, to which they were duly called, Beta Holding LP represented in this act by Ms Susana Jivian Sánchez Munguía; DaimlerChrysler Financial Services Americas, LLC, represented by Mr. Jose Eduardo Salgado Villegas; and Chrysler de México, S. A. de C. V. (previously DaimlerChrysler de México, S. A. de C. V.), represented by Ms María Cristina Alcalá Rosete, in accordance with the proxies submitted.

By unanimous vote of those present, Mr. Johannes Xaver Riesterer presided the Stockholders' Meeting and the position of Secretary was held by Mr. José Eduardo Salgado Villegas.

The acting Chairman appointed Ms Susana Jivian Sánchez Munguía to act as Teller, same who accepted her appoint and in the fulfillment of same prepared the roll call, which, duly executed is attached to the file of these minutes and from which it is understood that the following stockholders were represented, the shares hereinafter set forth voted:

Stockholders	Series Stock B Fixed Min. Subseries I	Series Stock B Variable Subseries II	Value
Beta Holding LP Represented by Ms Susana Jivian Sánchez Munguía	30,057	27,584,246	\$276,143,030
DaimlerChrysler Financial 1 Services Americas LLC Represented by Mr. José Eduardo Salgado Villegas			10
DaimlerChrysler de México, S. A. de C. V. Represented by Ms María Cristina Alcalá Rosete	2	1	30
TOTAL	30,060	27,584,247	\$276,143,070



All the shares being represented in which the capital stock is divided, the acting Chairman declare the Stockholder's Meeting legally open without the need of prior publication of the call pursuant to Article 188 of the General Mercantile Corporations Law.

Next, the Secretary (thus) read the Order of the Day same which is unanimously approved by the stockholders present.

#### ORDER OF THE DAY

I. Proposal on the change of name and the corresponding amending to the first (thus) article of its corporate bylaws.

II. Appoint of delegates to exercise the resolutions adopted by the Stockholders' Meeting.

Next, the stockholders proceeded to discuss the items included in the Order of the Day pursuant to the following:

FIRST. In discussing the first Item of the Order of the Day, the Chairman informed the meeting of the convenience of modifying the corporate name, for the purpose of improving and clarifying the image of the corporation providing that the new name shall be Chrysler Financial Services Mexico, S. A. de C. V., name which shall be proposed to the Ministry of Foreign Affairs in order for it to grant the permit for the use of same.

After hearing the aforementioned, the Stockholders' meeting alter a discussion, decided to adopt the following:

#### RESOLUTION

Sole. The stockholders' meeting by unanimous vote approved the change of name of the corporation to appear as Chrysler Financial Services Mexico, S. A. de C. V., with the corresponding amendment to the First Article of the Corporate Bylaws. Thus, as soon as the name is approved by the Ministry of Foreign Affairs and the minutes herein are certified, the First Article of the amended bylaws shall be drafted as follows:

FIRST ARTICLE. The name of the corporation shall be Chrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, or its abbreviation, S. A. de C. V.

SECOND. With respect to the Second item of the Order of the Day, the acting Chairman suggested the appointment of José Eduardo Salgado Villegas, Susana Jivian Sánchez Mungía and(or) Guadalupe Ximena Alviso Torres, as Delegates of the Meeting herein so that, in the event it is considered necessary, they may

proceed to appear, jointly or severally, before the notary of their choice to certify the minutes drafted by reason of this meeting.

#### RESOLUTION

After hearing the afore planes, the meeting after a brief discussion, unanimously adopted the following:

#### RESOLUTION

SOLE. By unanimous vote the following individuals were appointed as delegates of the meeting herein: Jose Eduardo Salgado Villegas, Susana Jivian Sánchez Mungía and/or Guadalupe Ximena Alviso Torres, to appear jointly or severally they may appear before the notary public of their choice to certify the minutes herein in whole or as corresponds and to issue the simple or certified copies which of same may be required, as well as to carry out the transactions for the registration of the resulting writ to give the resolutions adopted therein the legal formality required.

Being there no other issue to discuss, the acting Chairman concluded the meeting, attaching to the minutes herein the roll call prepared by the teller.

It is evidenced that during the voting procedure and in the course of the meeting, 100% of the shares were present representing the capital stock of the corporation.

In addition, José Eduardo Salgado Villegas and Susana Jivian Sánchez Mungía, who acted as proxies for the stockholders' during this meeting, evidenced their appointment with the proxies attached hereto in evidence, in accordance with the provisions of the corporate bylaws.

The meeting was adjourned at 14:10 hour on the day it was held.

Followed by signatures.

#### CLAUSES

FIRST. The minutes of the general special stockholders' meeting is hereby certified of DaimlerChrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, as transcribed in the thirteenth background of the instrument herein, in order that it may be legally used.

SECOND. The change of name is hereby formalized from DaimlerChrysler Financial Services Mexico, Sociedad Anónima de Capital Variable to Chrysler Financial Services Mexico, Sociedad Anónima de Capital Variable.

THIRD. The First Clause is hereby amended of the corporate bylaws of Chrysler Financial Services México, Sociedad Anónima de Capital Variable to read in accordance with the terms of the minutes transcribed in the Thirteenth item of the instrument herein.

I, the Notary, hereby certify:

I. That I fully identified myself as a notary before the individual appearing, who in my opinion has legal capacity to execute this act and that I insured his identity in accordance with the listing added to the addendum of the instrument herein under letter "D".

II. That the individual appearing states that the representations made in the instrument herein were under oath and that I informed him the penalties incurred by those who declare falsely.

III. That the minutes herein being certified appears to be true.

IV. That in accordance with the documents exhibited by the individual appearing and listed in the background of the instrument herein, the legal organization and existence of the corporation is accredited, as well as the validity and efficiency of the corresponding agreements, in accordance with its legal ruling and bylaws in force.

V. That the representative of DaimlerChrysler Financial Services Mexico, Sociedad Anónima de Capital Variable, states that his principal is legally capable to execute this act and evidences the legal status with which he appears, which he states has not been ended, that it has not be revoked or n any was modified or limited and that it is in force pursuant to law, same which is evidenced with the minutes being transcribed in the Thirteenth background.

VI. Under letter "E" I attach to the addendum herein a photocopy of the taxpayers contributors registration of Chrysler de México, Sociedad Anónima de Capital Variable and, with respect to Beta Holding, LP, and DaimlerChrysler Financial Services Aamerica, LLC, as partners residing abroad, the individual appearing states that the corporation shall submit a notice to the corresponding local tax administration, within three months following the closing of the fiscal year.

VII. That I warned the individual appearing that I shall proceed to give notice of the corresponding National Registration of Foreign Investment.

VIII. That the individual appearing represents that his legal status is: To be a Mexican citizen born in Mexico, Federal District, the 18<sup>th</sup> day of November, nineteen hundred and seventy, to be married, an employee and domiciled at

pursuant to subparagraphs I and IX of the Sixth Article of the Regulation of the Public Property Registry for the Federal District, in force with respect to Subparagraph XVIII of Article 37 of the Interior Regulation of the Public Administration of the Federal District.

Entered registration data.

Five signatures

Signature

Víctor Manuel Martínez Martínez

Seal at the left hand margin with the National Emblem that reads: United Mexican States, Ministry of Foreign Affairs, General Direction of Legal Affairs, Alvaro Obregon Delegation.

At the left hand top margin appears a seal with the National Emblem that reads:  
United Mexican States, Ministry of the Treasury and Public Credit.

Official Document Number: UBA/DGABM/1323/2007  
Banking and Savings Unit  
Adjunct General Direrection of Multiple Banking

Mr. José Eduardo Salgado Villegas

México, f. D., September 7, 2007

I make reference to your letter received by this Banking and Savings Unit on September 4, 2007, by means of which you request authorization to use the term "Financial" in the change of name that you intend to carry out on the corporation DaimlerChrysler Financial Services Mexico, S. A. de C. V., by that of Chrysler Financial Services Mexico, S. A. de C. V.

The foregoing by virtue of the condition imposed by the ministry of Foreign Affairs pursuant to permit 3702937 dated August 29, 2007, to, prior to the organization of the aforementioned corporation, to obtain the authorization from this Ministry for the use of the aforementioned word.

It should be noted that with Official Document UBA/DGABM/895/2005 dated July 22, 2005, this Adjunct General Direction under me authorized the use of the reserved word "Financial" for DaimlerChrysler Financial Services México, S. A. de C. V.

To this respect, this Adjunct General Direction for Multiple Banking in exercise of the attributions granted in Subparagraph XIII of Article 28 of the Interior Regulation of the Ministry of the Treasury and Public Credit and grounded on number 105 of the Credit Institutions Law, it has resolved, based on the project of corporate bylaws of the corporation of reference, in the permit of the aforementioned from the Ministry of Foreign Affairs submitted with your application, as well as with the official document mentioned in the foregoing paragraph and by virtue that the change of name of the company in question does not modify in any way the reserved word previosly authorized, there is no inconvenience to continue using the term "Financial" in the corporation that will change its name for: Chrysler Financial Services Mexico, S. A. de C. V., with understanding that same may not carry out the operations and activities specifically reserved for financial

At the top left hand margin appears an illegible seal and at the top right hand margin appears a seal with the National Emblem that reads: United Mexican States, Notary Mauricio Martínez Rivera, Notary 96, Federal District, Mexico.

## PREVIOUS INFORMATION

### GENERAL DIRECTION OF FOREIGN INVESTMENT

Quality Page	File	Transaction	Folio	Hour: Initials
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APPLICATION FOR REGISTRATION, CANCELLATION OF REGISTRATION, AMENDMENTS TO PREVIOUS INFORMATION PROVIDED FOR THE SECOND SECTION OF THE NATIONAL FOREIGN INVESTMENT REGISTRY; SUBMITTAL OF REPORT ON EARNINGS AND DISBURSEMENTS WHICH DO NOT AFFECT THE CAPITAL STOCK; AND SUBMITTAL OF ECONOMIC REPORT.

Before filling out this form read the general considerations at the end of same. When quoting the identification number of the individual registry credited of the interested party, it will not be required to enter the information marked with an asterisk (\*)

#### ATTACHED DOCUMENTS:

EVIDENCE OF PAYMENT OF DUTIES	EVIDENCE OF LEGAL STATUS
EVIDENCE OF PAYMENT OF PENALTY	POWER OF ATTORNEY

FRONT PAGE: Identification data of the corporation, the legal representative or attorney in fact and the transaction to be carried out.

DAIMLERCHRYSLER FINANCIAL SERVICES MÉXICO, S. A. DE. C. V.  
(Name)

DFS9211127Q8  
Federal Taxpayers Registration

1. DATA ON THE LEGAL REPRESENTATIVE OR ATTORNEY IN FACT OF THE CORPORATION:

NAME(S) (*)	PATERNAL LAST NAME(*)	MATERNAL LAST NAME(*)
-------------	-----------------------	-----------------------

José Eduardo

Salgado

villegas

Address(\*)

Street and number(*)	Avenida Prolongación Paseo de la Reforma  130, 14TH Floor	
Colonia or Development(*)	Desarrollo Santa Fe	Town (Optional) (*)
Municipality or Delegation(*)	Cuajimalpa de Morelos	State(*) Federal District
Zip Code(*)	05348	Telephone(*)

2. Name of the individuals authorized by the corporation to receive notices, in the event they are not the legal representative or attorney in fact (\*):

Susana Jivian Sánchez Munguía, Alejandro Romero Sandoval, María Gabriela Suárez Moreno

3. Transaction desired (mark only one option)

Registration

Date of signature of the Articles of Incorporation of the Corporation

Date in which the foreign investment entered the capital stock of the corporation or of participation of the neuter investment

XX Amendment to the information previously provided

Date of amendment: September 11, 2007

xx Name

\_\_\_ Granting or waiving of powers of attorney

\_\_\_ Address of legal representative or attorney in fact

\_\_\_ Corporate objective

\_\_\_ Tax address

\_\_\_ Address of the plant or establishment

\_\_\_ Name of a partner or stockholders

\_\_\_ Capital stock

\_\_\_ Stock structure

\_\_\_ Earnings and Disbursements report

Date Quarter begins

Date of closing of the Quarter

\_\_\_ Economic Annual report (renewal of registration evidence)

Date the period begins

Date the period ends

\_\_\_ Cancellation of registration

\_\_\_ Date in which it was no longer subject of registration



— Other, in the event you wish to use this form to handle requests for information, submit correction of data, submit additional information, not required, etc. (specify)

I declare the information submitted in this form, under oath, warned of the penalties incurred whomever declares falsely before an authority other than the judicial (subparagraph I of Article 247 of the Federal Criminal Code),

Signature

Signature of Legal Representative or Attorney in Fact

SIRNIE

REVERSE SIDE:

I, Mauricio Martínez Rivera, holder of notary number ninety-six for the Federal District, hereby certify: that Mr. José Eduardo Salgado Villegas, in his capacity as Attorney in Fact of Chrysler Financial Services de México, Sociedad Anónima de Capital Variable, acknowledged before me that the signature on the front side of this document, stating to the undersigned notary that he placed hand and that it is the same one he uses in all his acts, ratifying at the same time the content, value and legal strength of same, having previously evidenced the legal status with which he appears and the legal existence of his principal as evidenced with certificate number forty-five thousand six hundred and four, dated February five, two thousand and eight, of the protocol under me. In witness.

Signature

At the top left hand margin appears an illegible seal and at the top right hand margin appears a seal with the National Emblem that reads: United Mexican States, Notary Mauricio Martínez Rivera, Notary 96, Federal District, Mexico.

At the top left hand margin appears an illegible seal and at the top right hand margin appears a seal with the National Emblem that reads: United Mexican States, Notary Mauricio Martínez Rivera, Notary 96, Federal District, Mexico.

### CURRENT INFORMATION

#### GENERAL DIRECTION OF FOREIGN INVESTMENT

Quality Page	File	Transaction	Folio	Hour: Initials
411603	45215	405771	59289	16:10 TPN

APPLICATION FOR REGISTRATION, CANCELLATION OF REGISTRATION, AMENDMENTS TO PREVIOUS INFORMATION PROVIDED FOR THE SECOND SECTION OF THE NATIONAL FOREIGN INVESTMENT REGISTRY; SUBMITTAL OF REPORT ON EARNINGS AND DISBURSEMENTS WHICH DO NOT AFFECT THE CAPITAL STOCK; AND SUBMITTAL OF ECONOMIC REPORT.

Before filling out this form read the general considerations at the end of same. When quoting the identification number of the individual registry credited of the interested party, it will not be required to enter the information marked with an asterisk (\*)

#### ATTACHED DOCUMENTS:

EVIDENCE OF PAYMENT OF DUTIES      XX EVIDENCE OF LEGAL STATUS  
XX EVIDENCE OF PAYMENT OF PENALTY    POWER OF ATTORNEY

FRONT PAGE: Identification data of the corporation, the legal representative or attorney in fact and the transaction to be carried out.

DAIMLERCHRYSLER FINANCIAL SERVICES MÉXICO, S. A. DE. C. V.  
(Name)

CFS921112BP5  
Federal Taxpayers Registration

#### 1. DATA ON THE LEGAL REPRESENTATIVE OR ATTORNEY IN FACT OF THE CORPORATION:

NAME(S) (*)	PATERNAL LAST NAME(*)	MATERNAL LAST NAME(*)
José Eduardo	Salgado	villegas

Address(\*)

Street and number(*)	Avenida Prolongación Paseo de la Reforma  130, 14TH Floor	
Colonia or Development(*)	Desarrollo Santa Fe	Town (Optional) (*)
Municipality or Delegation(*)	Cuajimalpa de Morelos	State(*) Federal District
Zip Code(*)	05348	Telephone(*)

2. Name of the individuals authorized by the corporation to receive notices, in the event they are not the legal representative or attorney in fact (\*):

Susana Jivian Sánchez Munguía, Alejandro Romero Sandoval, María Gabriela Suárez Moreno

3. Transaction desired (mark only one option)

Registration

Date of signature of the Articles of Incorporation of the Corporation

Date in which the foreign investment entered the capital stock of the corporation or of participation of the neuter investment

XX Amendment to the information previously provided

Date of amendment: September 11, 2007

xx Name

Granting or waiving of powers of attorney

Address of legal representative or attorney in fact

Corporate objective

Tax address

Address of the plant or establishment

Name of a partner or stockholders

Capital stock

Stock structure

Earnings and Disbursements report

Date Quarter begins

Date of closing of the Quarter

Economic Annual report (renewal of registration evidence)

Date the period begins

Date the period ends

Cancellation of registration

Date in which it was no longer subject of registration

— Other, in the event you wish to use this form to handle requests for information, submit correction of data, submit additional information, not required, etc. (specify)

I declare the information submitted in this form, under oath, warned of the penalties incurred whomever declares falsely before an authority other than the judicial (subparagraph I of Article 247 of the Federal Criminal Code),

Signature  
Signature of Legal Representative or Attorney in Fact

SIRNIE

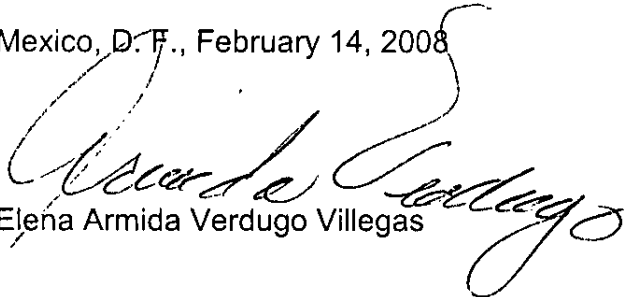
TRANSLATOR'S NOTE: Over the foregoing text is a seal that reads:

National Foreign Investment Registry

In accordance with the provisions of the Foreign Investment Law, the regulations of the Law (illegible) and the National Foreign Investment Registry and (illegible) legal (illegible)

I, Elena Armida Verdugo Villegas, expert translator, authorized by the Superior Court of Justice to and for the Federal District and territories, pursuant to the Official Gazette of the Federation, hereby certify that the attached document is a true and exact translation, to the best of my knowledge, of the attached original document in Spanish.

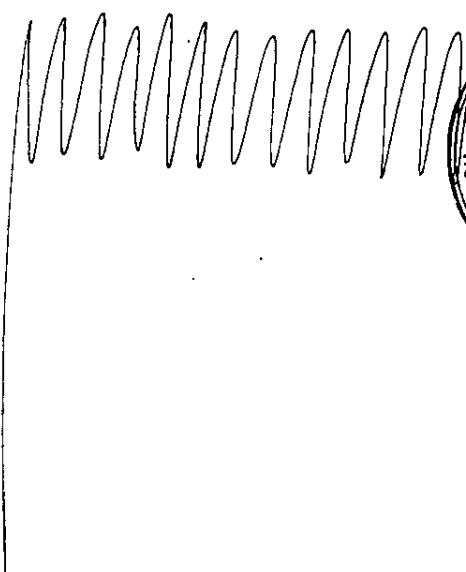
Mexico, D. F., February 14, 2008

  
Elena Armida Verdugo Villegas

ANOS

FEDERA  
Y  
ES  
ca  
500793

**MAURICIO MARTÍNEZ RIVERA**, titular de la notaría número noventa y seis del Distrito Federal, **CERTIFICO:** Que la señora **ELENA ARMIDA VERDUGO VILLEGAS**, reconoció ante mí la firma que calza el presente documento, manifestó al suscrito notario que la asentó de su puño y letra y que es la misma que utiliza en todos sus actos, ratificando en el mismo momento el contenido, valor y fuerza legal del mismo, en razón de haberme declarado que tiene conocimiento suficiente del idioma en que esta redactado, según consta en el acta número cuarenta y cinco mil seiscientos veintidós, de fecha siete de febrero de dos mil ocho, del protocolo a mi cargo.- Doy fe. -





DISTRICTO FEDERAL  
OFICINA JURÍDICA Y  
DE ASUNTOS LEGALES  
Dirección General Jurídica  
y de Estudios Legislativos

**MAURICIO MARTÍNEZ RIVERA**, titular de la notaría número noventa y seis del Distrito Federal, **CERTIFICO:** Que la señora **ELENA ARMIDA VERDUGO VILLEGAS**, reconoció ante mí la firma que calza el presente documento, manifestó al suscrito notario que la asentó de su puño y letra y que es la misma que utiliza en todos sus actos, ratificando en el mismo momento el contenido, valor y fuerza legal del mismo, en razón de haberme declarado que tiene conocimiento suficiente del idioma en que esta redactado, según consta en el acta número cuarenta y cinco mil seiscientos veintidós, de fecha siete de febrero de dos mil ocho, del protocolo a mi cargo.- Doy fe. -

