

State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF FORMATION

OF

DAIMLER FINANCE NORTH AMERICA LLC

This Certificate of Formation of Daimler Finance North America LLC (the "LLC"), dated as of July 23, 2007, is being duly executed and filed by Anthony P. La Spada, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (Del. Code Ann. Tit. 6, §§ 18-201).

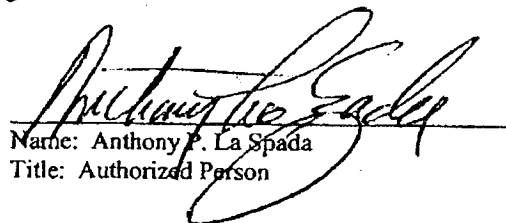
FIRST. The name of the limited liability company formed hereby is Daimler Finance North America LLC.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on the date first written above.

By:


Name: Anthony P. La Spada
Title: Authorized Person