Filing Fee: $75.00 **ID Number:** 41601

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

05 MAY 27 AM 10: 55

RECEIVED SECRETARY OF STATE CORPORATIONS DIV

BUSINESS CORPORATION

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Bell Atlantic Credit Corporation

2. It is incorporated under the laws of Delaware

3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island 1/20/1987, authorizing it to transact business in Rhode Island under the name of: Bell Atlantic Credit Corporation

4. The corporate name of the corporation has been changed to Verizon Capital Corp.

   (If no change, so indicate.)

5. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this Application:*

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

   (If no other or additional purposes are proposed, insert "No Change.")

   No change

Form No. 151
Revised: 07/03

FILED
MAY 27 2005
By 67400

RI041 - 07/31/2003 C T Corporation System

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase *(If there has been no increase in shares, insert "no change"):*

Total Number of Authorized Shares	Class	Series	Par Value or Statement that Shares are without Par Value
No change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 0 .

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ 0 .

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 0 .

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 0 .

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*]

10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.

Date: MAY 17, 2005

Bell Atlantic Credit Corporation
Print Exact Name of Corporation Making Application

By Richard Kukowski
☐ President or ☒ Vice President (check one)

AND

By J. Daniel Mason
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF New York
COUNTY OF New York

In my presence, on this 17th day of May, 2005, before me personally appeared J. Daniel Mason who, being duly sworn, declared that he/she is the Assistant Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

JOAN A. PARLATORE
Notary Public, State of New York
No. 01PA4983535
Qualified in Putnam County
Commission Expires July 1, 2007

Notary Public

My Commission Expires:

RI041 - 07/31/2003 C T Corporation System

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BELL ATLANTIC CREDIT CORPORATION", CHANGING ITS NAME FROM "BELL ATLANTIC CREDIT CORPORATION" TO "VERIZON CAPITAL CORP.", FILED IN THIS OFFICE ON THE FIRST DAY OF AUGUST, A.D. 2000, AT 10 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2071210 8100

050422809

AUTHENTICATION: 3898023

DATE: 05-23-05

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

Bell Atlantic Credit Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware, certifies that:

FIRST: Its Board of Directors, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the following resolution:

RESOLVED: in accordance with Section 242 of the Delaware General Corporation Law, the Board proposes and declares advisable that Article 1 of the Corporation's Certificate of Incorporation be amended to read as follows:

"The name of the corporation is Verizon Capital Corp."

SECOND: Its sole stockholder, NYNEX Corporation, has given written consent to such amendment.

THIRD: Such amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

* * * * * * * * *

Bell Atlantic Credit Corporation has caused this certificate to be signed by Michael Flynn, its Secretary, this 1st day of August, 2000.

Bell Atlantic Credit Corporation

By ______________
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 08/01/2000
001387352 - 2071210

Filing fee: $75.00

41601

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF

NYNEX Credit Company

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on January 20, 1987, authorizing it to transact business in Rhode Island under the name of NYNEX Credit Company

SECOND: The corporate name of the corporation has changed to Bell Atlantic Credit Corporation
[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
[If no other or additional purposes are proposed, insert "No change."]

No Change

FILED
OCT 24 1997
By
193330

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110 of the General Laws, 1956, as amended.] (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is $1,167,140,271

(B): An estimate of the value of its property to be located within Rhode Island during such year is $114,689

(C): An estimate of the gross amount of business to be transacted by it during such year is $323,372,650

(D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is $48,602

FORM 28A
R. I. - 2128 - 8/9/93)

Dated October 17, 1997

Bell Atlantic Credit Corporation

By [signature]
Thomas J. Cowhey
Its President

and [signature]
Michael D. Flynn
Its Secretary

STATE OF New York
COUNTY OF New York } SC.

At New York in said County on the 17th day of OCTOBER 1997 before me personally appeared Michael D. Flynn, who being by me first duly sworn, declared that he is the Secretary of Bell Atlantic Credit Corporation, that he signed the foregoing document as such Secretary of the corporation, and that the statements therein contained are true.

Mildred C. Lloyd
Notary Public
Mildred C. Lloyd

(NOTARIAL SEAL)

MILDRED C. LLOYD
Notary Public, State of New York
01LL5074032
Qualified in New York County
Commission Expires March 10, 1999

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NYNEX CREDIT COMPANY", CHANGING ITS NAME FROM "NYNEX CREDIT COMPANY" TO "BELL ATLANTIC CREDIT CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER, A.D. 1997, AT 12:30 O'CLOCK P.M.

Edward J. Freel, Secretary of State

AUTHENTICATION: 8715777

DATE: 10-22-97

2071210 8100

971356426

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

* * * * *

NYNEX Credit Company, a corporation organized and existing under the General Corporation Law of the State of Delaware, certifies that:

FIRST: Its Board of Directors, by the unanimous written consent of its members, filed with the minutes of the Board, adopted the following resolution:

RESOLVED: in accordance with Section 242 of the Delaware General Corporation Law, the Board proposes and declares advisable that Article 1 of the Company's Certificate of Incorporation be amended to read as follows:

"The name of the corporation is Bell Atlantic Credit Corporation."

SECOND: Its sole stockholder, NYNEX Corporation, has given written consent to such amendment.

THIRD: Such amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, NYNEX Credit Company has caused this certificate to be signed by Michael D. Flynn, its Secretary, this 4th day of September, 1997.

NYNEX Credit Company

By ______________

Secretary

Michael D. Flynn

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

NYNEX CREDIT COMPANY

PURSUANT TO SECTION 242 OF THE
DELAWARE GENERAL CORPORATION LAW

NYNEX Credit Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation as new Article 8:

1693K

8. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of Delaware, as so amended. Any repeal or modification of the provisions of this Article 8 by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SECOND: That in lieu of a meeting and vote of the sole stockholder, said sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

1693K

IN WITNESS WHEREOF, said NYNEX Credit Company has caused this Certificate to be signed by its President and attested by its Secretary, this 19th day of May, 1987.

By ______________________
President

ATTEST:

By ______________________
Secretary

1693K

CP35 35.00
CHEK 35.00
06/09/87 PAID 0133A001

State of Delaware

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF NYNEX CREDIT COMPANY FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !

727153052

Michael Harkins, Secretary of State

AUTHENTICATION: ! 1257943

DATE: 06/02/1987