

Filing Fee: \$75.00

ID Number: 4/601



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

BUSINESS CORPORATION

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)**

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
05 MAY 27 AM 10:55

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

FILED
MAY 27 2005
BY [Signature]
67400

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"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
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 Kulowski

☐ President or ☒ Vice President (check one)

By J. Daniel Mason ^{AND}

☐ 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

Joan A. Parlature
Notary Public
My Commission Expires: _____

Delaware

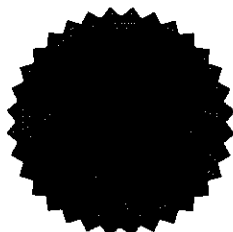
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The First State

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.

2071210 8100

050422809



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
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.

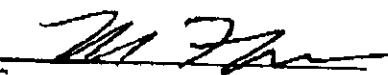
* * * * *

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

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 [Signature]
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.

Dated October 17, 19 97

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 19 97 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.

[Signature]
Notary Public
Mildred C. Lloyd

(NOTARIAL SEAL)

MILDRED C. LLOYD
Notary Public, State of New York
01116074032
Qualified in New York County
Commission Expires March 10, 1999

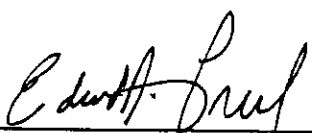
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State of Delaware
Office of the Secretary of State

PAGE 1

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

2071210 8100

971356426

AUTHENTICATION:

DATE:

8715777

10-22-97

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:

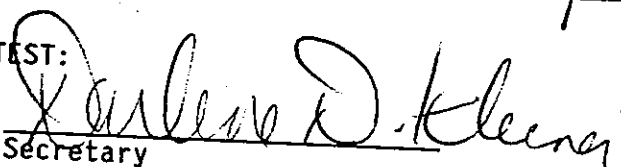
8. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not 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.

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

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

11/1/87
✓

State of Delaware



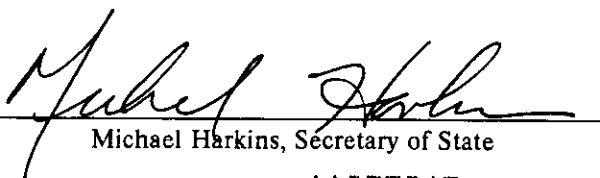
Office of Secretary of State

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