

Filing and License Fee: \$310.00 minimum

ID Number: 150611



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Citicorp Credit Services, Inc. (USA)

2. It is incorporated under the laws of Delaware

3. 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:
Citicorp Credit Services, Inc. (USA)

(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:

4. The date of its incorporation is 10/05/2001 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Credit Card Servicer

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Name	Address
Director - Richard Garside	14000 Citi Cards Way-C1 B237, Jacksonville, FL 32258
Director - Christopher Robinson	One Court Square, Long Island City, NY 11120
Director - Mitchell Habib	14000 Citi Cards Way-C1 B237, Jacksonville, FL 32258
Director - Gregg Morton	4600 Houston Rd., Florence, KY 41042
Director - Walter Mulflur	6400 Las Colinas Blvd., Irving, TX 75039

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BY [Signature]

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Chairman/CEO - President -	Richard Garside	14000 Citi Cards Way-C1 B237, Jacksonville, FL 32258
Vice President	Gordon Kushto	14700 Citicorp Drive, Hagerstown, MD 21742
Treasurer	Gordon Kushto	14700 Citicorp Drive, Hagerstown, MD 21742
Secretary	Julie D. Nelson	14000 Citi Cards Way-C1 B237, Jacksonville, FL 32258

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	Common		0.0100

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1400000000.0000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.

(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].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 700000000.0000.

(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 \$ 0.0000.

(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].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/1/05

[Signature]
Signature of Authorized Officer of the Corporation

Janet Slack
Type or Print Name of Authorized Officer
Assistant Secretary