

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 123292



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
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Cendant Mobility Government Financial Services Corporation *4c 111822 38736*

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:
Cendant Mobility Government Financial Services Corporation

(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 01/31/2002 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
c/o The Corporation Trust Company, 1209 Orange St. Wilmington, DE 19801

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 C T Corporation System
(Name of Agent)

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

To purchase, take assignment of, acquire, own, hold, sell, assign Receivables and other rights and interests.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>SEE ATTACHMENT</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
MAR 04 2002
BY [Signature]
28 2002

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>
1,000	common	none	\$0.001

10. The aggregate number of its issued shares, 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>
1,000	common	none	\$0.001

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.01.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.01.

(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 100% % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1.00.

(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 \$ 0.00.

(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].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 2/6/02

Cendant Mobility Government Financial Services Corporation

Print Exact Name of Corporation Making Application

By Joseph Huber

Joseph Huber President or Vice President (check one)

By Richard S. Meisner **AND**

Richard S. Meisner Secretary or Assistant Secretary (check one)

STATE OF NJ
COUNTY OF Morris

In Parsippany, on this 6th day of February, 2002, personally appeared before me Joseph Huber who, being by me first duly sworn, declared that he/she is the Vice President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

CHERIE ORTELL
NOTARY PUBLIC, STATE OF NEW JERSEY
No. 2226275
Qualified in Middlesex County
Commission Expires June 4, 2004

Notary Public Cherie Ortell
My Commission Expires: 06/04/2004

Attachment

Cendant Mobility Government Financial Services Corporation

DIRECTORS

James E. Buckman Director
Primary Address: 9 West 57th Street
New York, NY 10019 USA

Richard A. Smith Director
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Andrew L. Stidd Director
Primary Address: Global Securitization Services, LLC
114 West 47th Street
Suite 1715
New York, NY 10036 USA

OFFICERS

Richard A. Smith President
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Duncan H. Cocroft Executive Vice President and Treasurer
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

James E. Buckman Executive Vice President
Primary Address: 9 West 57th Street
New York, NY 10019 USA

Stephen P. Holmes Executive Vice President
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Eric Barnes Senior Vice President and Chief Financial Officer
Primary Address: 3838 Van Buren Avenue
Phoenix, AZ 85009 USA

Eric J. Bock Senior Vice President and Secretary
Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019 USA

C. Patteson Cardwell Senior Vice President and Assistant Secretary
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

John T. McClain Senior Vice President, Finance
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Continental Mobility Government Financial Services Corporation

Bruce M Perlman **Senior Vice President and Assistant Secretary**
Primary Address: 40 Apple Ridge Road
Danbury, CT 06810

Vincent Ventura **Senior Vice President, Tax**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

David J. Weaving **Senior Vice President**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Thomas Anderson **Vice President**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Lynn A. Feldman **Vice President and Assistant Secretary**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Joseph Huber **Vice President, Tax**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Mark E. Johnson **Vice President and Assistant Treasurer**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

John M. Peterson **Vice President and Assistant Treasurer**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

David M. Rapp **Vice President and Assistant Secretary**
Primary Address: 40 Apple Ridge Road
Danbury, CT 06810

Richard S. Meisner **Assistant Secretary**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

Jean Marie Sera **Assistant Secretary**
Primary Address: 1 Campus Drive
Parsippany, NJ 07054 USA

CENDANT[®]
Mobility

February 28, 2002

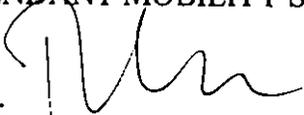
Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335

Re: Cendant Mobility Government Financial Services Corporation –
Qualification/Consent to use name

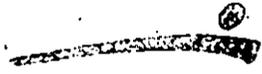
To Whom It May Concern:

Cendant Mobility Services Corporation hereby gives consent to Cendant Mobility Government Financial Services Corporation to use the name Cendant Mobility Government Financial Services Corporation, in the State of Rhode Island.

CENDANT MOBILITY SERVICES CORPORATION

By: 

Richard Meisner, Vice President
and Assistant Secretary



CENDANT[®]
Mobility

February 28, 2002

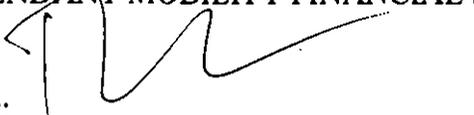
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100 North Main Street
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Cendant Mobility Financial Services Corporation hereby gives consent to Cendant Mobility Government Financial Services Corporation to use the name Cendant Mobility Government Financial Services Corporation, in the State of Rhode Island.

CENDANT MOBILITY FINANCIAL SERVICES CORPORATION

By: 

Richard Meisner, Vice President
and Assistant Secretary

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 INCORPORATION OF "CENDANT MOBILITY GOVERNMENT FINANCIAL SERVICES CORPORATION", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JANUARY, A.D. 2002, AT 4:30 O'CLOCK P.M.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1612030

DATE: 02-13-02