

State of Idaho

Office of the Secretary of State

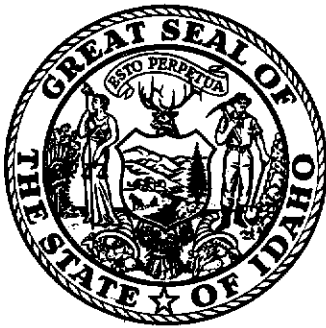
**CERTIFICATE OF AUTHORITY
OF
CITI PORTFOLIO CORP.**

File Number C 191669

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: July 11, 2011



Ben Yursa

SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

Citi Portfolio Corp.

2. The name which it shall use in Idaho is: Citi Portfolio Corp.

3. It is incorporated under the laws of: New York

4. Its date of incorporation is: March 29, 2011

5. The address of its principal office is:

c/o Citi Portfolio Corp., Suite 17 Fl., 388 Greenwich Street, New York, NY 10013

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 12550 W. Explorer Drive, Suite 100, Boise, ID 83713

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Title	Business Address
See attached officers/directors rider		

Dated: June 26, 2011

Signature: Rachel Stine

Typed Name: Rachel Stine

Capacity: Assistant Secretary
[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 10/2006

IDAHO SECRETARY OF STATE
07/11/2011 05:00
CK: 1157 CT: 1157 BH: 1201892
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C191669

OFFICERS/DIRECTORS RIDER

ID-Application for Certificate of Authority

Citi Portfolio Corp.

List of Officers

Name: Richard A. Isenberg **Title:** President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Myongsu Kong **Title:** Secretary & Vice President
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Peter Mozer **Title:** Vice President
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Susan Mills **Title:** Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: KIRA GRANOVSKAYA **Title:** Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY NY

Name: Peter D. Steinmetz **Title:** Senior Vice President
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Norman I. Jacoby **Title:** CFO and Controller
Bus. Addr.: 3800 CITIGROUP CENTER DRIVE, Tampa, FL 10231

Name: Philip D. Seares **Title:** Senior Vice President
Bus. Addr.: 390 Greenwich Street, 390 Greenwich Street, NY 10013

Name: Ryan M. O'Connor **Title:** Assistant Secretary
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Rachel Stine **Title:** Assistant Secretary
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

Name: Victor Spadafora **Title:** Treasurer
Bus. Addr.: 388 Greenwich Street, New York, NY 10013

List of Directors

Name: Jeffrey Perlowitz **Term:** May 05, 2014
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

Name: Mark I. TSESARSKY **Term:** May 05, 2014
Bus. Addr.: 390 Greenwich Street, New York, NY 10013

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of CITI PORTFOLIO CORP. was filed on 03/29/2011, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 08th day of July
two thousand and eleven.*

Daniel Shapiro
First Deputy Secretary of State