

State of Idaho

Office of the Secretary of State

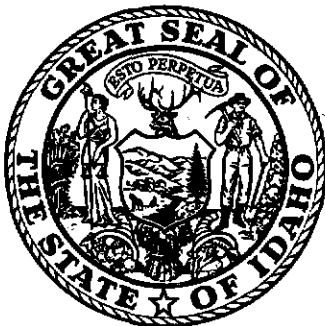
**CERTIFICATE OF AUTHORITY
OF
E*TRADE FINANCIAL CORPORATE SERVICES, INC.**

File Number C 192350

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: September 19, 2011



Ben Yursa
SECRETARY OF STATE

By *Sherry Decker*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

11 SEP 19 PM 1:51

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

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

E*TRADE Financial Corporate Services, Inc.

2. The name which it shall use in Idaho is: E*TRADE Financial Corporate Services, Inc.

3. It is incorporated under the laws of: Delaware

4. Its date of incorporation is: 12/20/04

5. The address of its principal office is:

4005 Windward Plaza Drive, Alpharetta, GA 30005

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
<u>James Wulforst</u>	<u>President</u>	<u>4005 Windward Plaza Drive Alpharetta, GA 30005</u>
<u>Shane Mulron</u>	<u>Chief Financial Officer</u>	<u>905 Highland Point Drive, Roseville, CA 95678</u>
<u>Lori Sher</u>	<u>Secretary</u>	<u>671 North Glebe Road Arlington, VA 22203</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: September 12, 2011

Signature: _____

Typed Name: Lori Sher

Capacity: 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 09/2005

Web Form

IDAHO SECRETARY OF STATE
09/19/2011 05:00
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C 192350

Delaware

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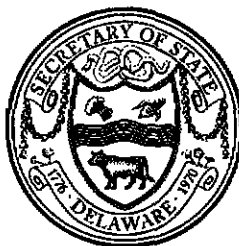
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E*TRADE FINANCIAL CORPORATE SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF SEPTEMBER, A.D. 2011.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9011264

DATE: 09-06-11