

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
AT&T CREDIT HOLDINGS, INC.**

File Number C 173409

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: June 4, 2007



Ben Yursa

SECRETARY OF STATE

By *Shirley Decker*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2007 JUN -4 PM 12: 4

SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is:
AT&T CREDIT HOLDINGS, INC
- The name which it shall use in Idaho is: AT&T CREDIT HOLDINGS, INC.
- It is incorporated under the laws of: DELAWARE
- Its date of incorporation is: 09/06/1985
- The address of its principal office is:
555 CALIFORNIA ST., 4th FLOOR SAN FRANCISCO, CA 94104
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 300 N 6th STREET, BOISE, ID 83701
and its registered agent in Idaho at that address is: CT CORPORATION SYSTEM
- The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
<u>PLEASE SEE ATTACHED LIST</u>	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____

Signature:

Typed Name: JEFFREY TUTNAUER

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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form\applicants\authority_profit.pmd
Revised 08/2005

IDAHO SECRETARY OF STATE
06/04/2007 05:00
CK: 1947 CT: 214841 BH: 1057987
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C173409

AT&T Credit Holdings, Inc.
Officers & Directors Listing

Name	Title	Business Address
Allen, Charles	Director	175 E. Houston St., 7-B-80, San Antonio, Texas 78205-2233
Allen, Charles	Treasurer	175 E. Houston St., 7-B-80, San Antonio, Texas 78205-2233
Clemens, Thomas	Assistant Treasurer	175 E. Houston Street, 7-E-10, San Antonio, Texas 78205-2233
Mason, Jeffrey	Vice President	2000 W. AT&T Center Drive Z1, Hoffman Estates, IL 60192-5000
Ruzicka, Lawrence J.	Director	175 E. Houston Street, San Antonio, Texas 78205
Tutnauer, Jeffrey	Assistant Secretary	One AT&T Way, Bedminster, New Jersey 07921
Wirtz, Wayne A.	Secretary	175 E. Houston Street, San Antonio, Texas 78205-2233

Delaware

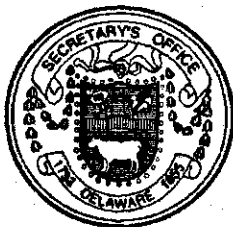
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AT&T CREDIT HOLDINGS, 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 TWENTY-FIFTH DAY OF MAY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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070625871

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5708817

DATE: 05-25-07