

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

UBS CREDIT CORP.

File Number C 143767

I PETE T. CENARRUSA, 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: 6 May 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Kim Hunter*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

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

- The name of the corporation is: UBS Credit Corp.
- The name which it shall use in Idaho is: UBS Credit Corp.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 10-23-92
- The address of its principal office is: 1000 Harbor Blvd., Weehawken, NJ 07086
- The address to which correspondence should be addressed, if different from item 5, is:
1000 Harbor Blvd., Tax Dept.-9th floor, Weehawken, NJ 07086
- The street address of its registered office in Idaho is: 1401 Shoreline Drive, Ste. 2, Boise, ID 83702
_____, and its registered agent in Idaho at that address is: Corporation Service Co.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Richard Del Bello</u>	<u>President & Director</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>
<u>Anthony F. Caggiano</u>	<u>Vice-Pres. & Director</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>
<u>Kenneth Levine</u>	<u>Asst. Treasurer</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>
<u>Geraldine L. Banyai</u>	<u>Secretary</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>
<u>Jerome T. Fadden</u>	<u>Treasurer</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>
<u>Peter A. Kennedy</u>	<u>Director</u>	<u>1000 Harbor Blvd., Weehawken, NJ 07086</u>

Dated: 4/19/02

Signature:

Typed Name: Kenneth Levine

Capacity: Asst. Treasurer

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

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05/06/2002 05:00
CK: 1004622 CT: 160178 BH: 463072
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Web Form

C143767

Delaware

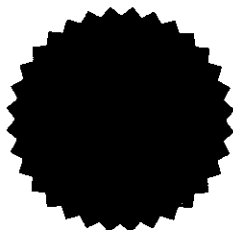
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UBS CREDIT CORP." 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 THIRD DAY OF MAY, A.D. 2002.

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.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2313585 8300

AUTHENTICATION: 1758370

020284278

DATE: 05-03-02