

State of Idaho

Office of the Secretary of State

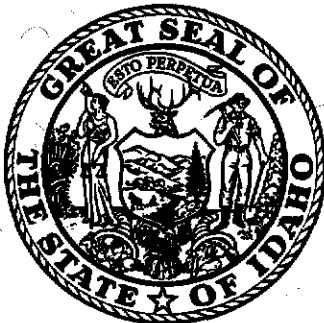
**CERTIFICATE OF AUTHORITY
OF
CITI GSM PORTFOLIO LLC**

File Number W 110729

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 Uniform Limited Liability 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: February 6, 2012



Ben Yursa

SECRETARY OF STATE

By *Comptroller*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

12 FEB -6 AM 10:10
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the limited liability company is:

CITI GSM PORTFOLIO LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: NEW YORK

4. The name and complete street address of the registered agent in Idaho is:

Corporation Service Company

12550 W. Explorer Drive, Suite 100, Boise, ID 83713

5. The street and mailing address of the limited liability company's principal office is:

c/o Citigroup Niagara Holdings LLC, 388 Greenwich Street, New York, NY 10013

Street Address

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

c/o Citigroup Niagara Holdings LLC, 388 Greenwich Street, New York, NY 10013

Street Address

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Citigroup Niagara Holdings LLC

388 Greenwich Street, New York, NY 10013

8. The mailing address for future correspondence:

c/o Citigroup Niagara Holdings LLC, 388 Greenwich Street, New York, NY 10013

9. Signature of a manager, member or authorized person.

Rachel Stine

Signature

Rachel Stine, Asst. Sec. of the sole member

Typed Name Citigroup Niagara Holdings LLC

Secretary of State use only

IDAHO SECRETARY OF STATE
02/06/2012 05:00
CK: 100889122 CT: 74104 BH: 1309253
1 @ 100.00 = 100.00 REGFORLLC # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

W110729

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

I hereby certify, that CITI GSM PORTFOLIO LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/21/2011, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of February
two thousand and twelve.*

Daniel Shapiro
First Deputy Secretary of State