

State of Idaho

Office of the Secretary of State

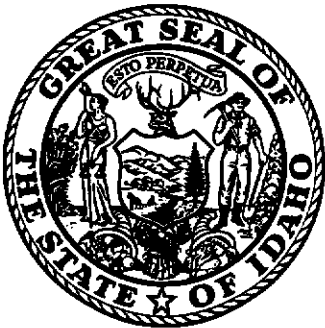
**CERTIFICATE OF AUTHORITY
OF
CAPITAL ONE, NATIONAL ASSOCIATION**

File Number C 188390

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 7, 2010



Ben Yursa

SECRETARY OF STATE

By

Amelia



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

10 SEP -7 AM 10: 02

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:
Capital One, National Association
- 2. The name which it shall use in Idaho is: _____
- 3. It is incorporated under the laws of: National Association
- 4. Its date of incorporation is: 05/20/1933
- 5. The address of its principal office is:
1680 Capital One Drive, McLean, VA 22102
- 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: 1401 Shoreline Drive, Suite 2, Boise, ID 83702
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		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 8/12/10

Signature: *Amy D Cook*

Typed Name: Amy D. Cook

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

g:\corp\forms\corp
forma\app\for cert\of authority_profitt.pmf
Revised 10/2006

IDAHO SECRETARY OF STATE
09/07/2010 05:00
CK: 100056538 CT: 74104 BH: 1237000
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C188390

**CAPITAL ONE, NATIONAL ASSOCIATION
OFFICERS AND DIRECTORS**

**1680 Capital One Drive
McLean, Virginia 22102**

Name	Title
Alexander, Robert M.	Chief Information Officer
Andrion, Heidi M.	Chief Credit Review Officer
Berson, Jory A.	Chief Human Resources Officer
Brown, David S.	Business Line Chief Financial Officer, Consumer Card
Fairbank Richard D.	Chairman, Chief Executive Officer and President
Finneran, John G. Jr.	General Counsel and Corporate Secretary; SEC Compliance Officer
Janes, Timothy T.	Security Officer
Kelsey, Michael D.	Anti-Money Laundering Officer
Linehan, Stephen	Treasurer
McFarland, Susan R.	Controller
Neels, Matthew H.	Chief Compliance Officer and OSFI List Officer
Perlin, Gary L.	Chief Financial Officer; Principal Accounting Officer
Pike, Lynn A.	President, Banking
Ruh, Colin J.	Business Line Chief Financial Officer
Schnall, Peter A.	Chief Risk Officer
Schneider, Ryan M.	President, Card
Tietjen, James R.	Chief Auditor
Yajnik, Sanjiv	President, Financial Services
Abrams, Murray P.	Executive Vice President, Corporate Development
Baker, Warrenetta C.	Chief Tax Officer
Broadman, Dorothy	CRA Officer
Campbell, James. M.	Chief Procurement Officer
Ciafre, Albert A.	Vice President, Treasury
Cole, Brian T.	Chief Financial Officer, Europe
Cook, Amy D.	Assistant Secretary
Feil, Thomas A.	Chief Investment Officer and Assistant Treasurer
Friske, Rena M.	Managing Vice President, Accounting
Gannon, Stephen	Executive Vice President, Deputy General Counsel
Hammett, Suzanne	Chief Commercial Credit Officer
Iyer, Atma	Vice President, Asia Operations
Koch, Pamela M.	Vice President, Accounting
LaPrade, III, Frank G.	Chief of Staff to the CEO
McDonald, William J.	Executive Vice President, Brand
McFadden, James H.	Privacy Officer
Mortensen, Daniel R.	Senior Vice President, Facilities Management/Real Estate
Navarrete, Andres L.	Senior Vice President & Chief Counsel - Regulatory; Assistant Secretary

Rosen, Daniel H.	Managing Vice President, Treasury
Swanson, Vicky	Assistant Controller
Thacker, Franklin A.	Senior Vice President, Corporate Accounting
Zamsky, Michael	Chief Consumer Credit Officer
Fairbank, Richard D.	Director
Campbell, E.R.	Director
Dietz, W. Ronald	Director
Gross, Patrick W.	Director
Leroy, Pierre E.	Director
Perlin, Gary L.	Director
Pike, Lynn A.	Director
Warner, Bradford H.	Director



Comptroller of the Currency
Administrator of National Banks

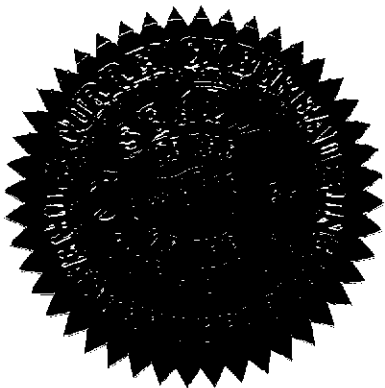
Washington, DC 20219

CERTIFICATE OF CORPORATE EXISTENCE

I, John Walsh, Acting Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq., as amended; 12 U.S.C. 1, et seq., as amended, has possession, custody and control of all records pertaining to the chartering, regulation and supervision of all National Banking Associations.
2. "Capital One, National Association," McLean, Virginia, (Charter No. 13688), is a National Banking Association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this Certificate.

IN TESTIMONY WHERE OF, I have
hereunto subscribed my name and caused
my seal of office to be affixed to these
presents at the Treasury Department, in the
City of Washington and District of
Columbia, this August 25, 2010.



John Walsh

Acting Comptroller of the Currency