

CT CORPORATION

CORPORATION(S) NAME

Volkswagen Bank USA Corporation

F020000002323

FILED
02 APR - 9 PM 2:06
TALLAHASSEE, FLORIDA
RECEIVED
02 MAY - 9 AM 11:14
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

BK

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

~~4/5/02~~
4-9-02

Shank,
M.S.

Order#: 5175290

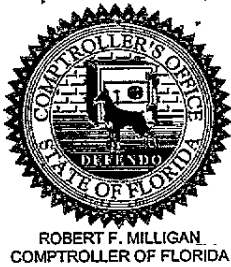
400005125114--8

-04/05/02--01028--019

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615



OFFICE OF THE COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 30, 2002

Rebecca Johnson, Esquire
Volkswagen Credit/Audi Financial Services
Office of the General Counsel
3800 Hamlin Road
Auburn Hills, Michigan 48326

Re: Volkswagen Bank USA

Dear Ms. Johnson:

Reference is made to your recent letter/fax requesting approval of the above-referenced corporate name which is a Utah chartered FDIC insured industrial bank located in the state of Salt Lake City, Utah.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Division of Banking will not object to the use of the above corporate name being registered as a foreign corporation in the state of Florida.

Sincerely,

Alex Hager
Director

6 MAY 02 12:45

-LEGAL DEPT.-

AH:ker

cc: Karon Beyer, Chief, Bureau of Corporate Records
Division of Corporations, Secretary of State's Office

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
MAY 09 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Volkswagen Bank USA
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Utah 3. 87-0674584
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 4/12/01 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qual
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 5295 South 300 West, Suite 500, Salt Lake City, UT 84107
(Principal office address)
- same
(Current mailing address)
- See Attachment
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Nennifer L. Galloway
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

SEE ATTACHMENT

President: _____

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Raymond P. Specht, President

(Typed or printed name and capacity of person signing application)

Attachment to Florida
Application By Foreign Corporation for Authorization to Transact Business In Florida

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Purpose Clause

To engage in any lawful activity for which a corporation may be organized under the Revised Business Corporation Act, including financial services within the scope of the Utah Financial Institutions Act, the Federal Deposit Insurance Act, AND ANY APPLICABLE STATE LAWS AND REGULATIONS.

Volkswagen Bank USA

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTORS:

Joseph S. Folz
4255 Sheldon Road
Rochester, MI 48306

James Bernard Machen
1480 Military Way
Salt Lake City, UT 84103

Mary Ann Garner
1536 Chandler Drive
Salt Lake City, UT 84103

John Vermeulen
1057 Hackberry Circle
Rochester, MI 48309

OR

OR

4380 Foothills Road
Big Fork, MT 59911

15077 Royal Farm Court
Unit K201
Naples, FL 34110

Raymond P. Specht
4604 Farmbridge Circle
Salt Lake City, UT 84117

OFFICERS:

President & CEO

Raymond P. Specht
4604 Farmbridge Circle
Salt Lake City, UT 84117

Chief Risk Officer

Glen Jones
2233 E. Hubbard Avenue
Salt Lake City, UT 84108

Treasurer & CFO

Anne Gaffin
9768 So. Sweet Blossom Dr.
South Jordan, UT 84095

Secretary

Matt Kane
9499 So. Newkirk St.
South Jordan, UT 84095



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM
50 W BROADWAY, 8TH FL
SALT LAKE CITY UT 84101

March 21, 2002

CERTIFICATE OF EXISTENCE

Registration Number: 4908466-0142
Business Name: VOLKSWAGEN BANK USA
Registered Date: APRIL 12, 2001
Entity Type: CORPORATION - DOMESTIC - PROFIT
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801) 530-6628

Real Estate
(801) 530-6747

Public Utilities
(801) 530-6651

Securities
(801) 530-6600

Consumer Protection
(801) 530-6601

April 1, 2002

FILED
02 MAY -9 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO WHOM IT MAY CONCERN:

Volkswagen Bank USA ("VBU") is a federally insured bank incorporated in the State of Utah. The approval from the FDIC was granted in January 2002. A copy of our bank charter and the FDIC approval are attached for your review.

At this time, VBU does not intend to have a physical presence within your State. Should that decision be amended, we will contact your office. We will, however, maintain a registered agent in the State through which service of process may be performed.

VBU will be conducting business as an internet bank and offering services such as, but are not limited to, credit cards and home equity loans.

We hope this letter will clarify our request for qualification of VBU in your State. However, should you have any additional questions, please feel free to contact me at 801/743-6310 or Gina Turkel, Legal Assistant, at 248/754-5513.

Sincerely,

Raymond P. Specht

MAR. 4. 2002 11:56AM

VW CREDIT

NO. 1714—P. 3



FDIC

Federal Deposit Insurance Corporation
550 17th Street, NW, Washington, DC 20429

02 MAY -9 PM 1:06
FILED
TALLAHASSEE
FLORIDA
Division of Supervision

December 12, 2001

Mr. Raymond P. Specht
Chairman, President, and Chief Executive Officer
Volkswagen Bank USA
Suite 500
US West Dex Center
5295 South Commerce Drive
Salt Lake City, Utah 84107

SUBJECT: Volkswagen Bank USA (Proposed)
Salt Lake City, Utah
Application for Deposit Insurance

Dear Mr. Specht:

The application requesting Federal deposit insurance for the proposed Volkswagen Bank USA (Bank) was approved today subject to the conditions stated in the enclosed copy of the Order issued by the Division of Supervision and for the reasons set forth in the Statement attached to the Order.

Enclosed is a form to certify that the Bank's board of directors has adopted a resolution approving the prospective incorporators' preparation and submission of the application for Federal deposit insurance on behalf of the Bank. After the Bank has been incorporated and chartered by the proper regulatory authorities, the executed form must be transmitted to the Regional Director of the FDIC's San Francisco Regional Office. If not previously submitted to the FDIC, a copy of the Bank's articles of incorporation or association and a copy of the Bank's license or authorization to conduct a banking business should accompany the form. If the Bank's board of directors cannot yet act in its corporate capacity to adopt the prescribed resolution, then please furnish a statement signed by a majority of the persons who will act as the Bank's directors agreeing to adopt the resolutions at such time as the board is legally organized.

Mr. Raymond P. Specht
Page 2

02 MAY -9 PM 2:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please furnish the FDIC's San Francisco Regional Office with satisfactory evidence of the Bank's compliance with, or definite and certain arrangements to comply with, the conditions stated in the enclosed Order. The furnished information will be forwarded to the Office of the Executive Secretary, which will inform you of the effective date of the Federal deposit insurance.

If an extension of the time limitation prescribed in the Order is required, a letter application requesting a specified extension should be submitted to the FDIC's San Francisco Regional Office. If you have any questions, please contact Assistant Regional Director Donald L. Pfeiffer at (415) 808-8054 or Case Manager Carl R. Brancke at (415) 808-8004.

Sincerely,

John M. Lane

John M. Lane
Associate Director

Enclosures

State of Utah

Department of Financial Institutions

hereby certifies that

Volkswagen Bank USA
5295 South Commerce Drive, Suite 500
Murray, Utah 84107

a corporation of the state of Utah, is in compliance with Title 7 of the Utah Code Annotated 1953, as amended, and is authorized to conduct business as a Bank in the state of Utah.


Commissioner, G. Edward Leary

January 19, 2002

FILED
MAR -9 PM 2:06
CLERK OF STATE
TALLAHASSEE, FLORIDA



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

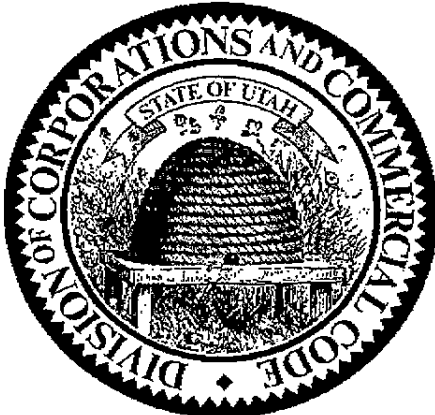
FILED
02 MAY -9 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
March 1, 2002

CT CORPORATION SYSTEM
50 W BROADWAY, 8TH FL
SALT LAKE CITY UT 84101

CERTIFICATE OF EXISTENCE

Registration Number: 4908466-0142
Business Name: VOLKSWAGEN BANK USA
Registered Date: APRIL 12, 2001
Entity Type: CORPORATION - DOMESTIC - PROFIT
Current Status: GOOD STANDING

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801) 530-6628

Real Estate
(801) 530-6747

Public Utilities
(801) 530-6651

Securities
(801) 530-6600

Consumer Protection
(801) 530-6601