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CT CORP

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

FOREIGN PROFIT QUALIFICATION

HSBC Card Services Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 14 AM 8:41

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**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.**

1. HSBC Card Services Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3.

36-3669862

(FBI number, if applicable)

4. July 31, 1989

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2700 Sander Road Prospect Heights, IL 60070

(Principal office address)

Same

(Current mailing address)

8. Services credit card receivables

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.

By: [Signature]

(Registered agent's signature)

CT Corporation System

Beverian Stuewe

Assistant Secretary

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.

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

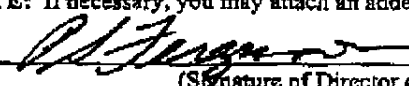
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE, FLORIDA

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

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. P. S. Ferguson, Vice President and Secretary

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

Exhibit A**HSBC Card Services Inc.****Directors**

Director
Director
Director

W. G. Meneses
T. M. Kimble
M. A. Reeves

1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901

OFFICER ROSTER**Office**

President
Executive Vice President
Executive Vice President
Executive VP & CFO
Vice President & Controller
Vice President & Secretary
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Assistant VP & Asst. Secretary
Assistant Vice President-Treasury
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

Officer

W. G. Meneses
T. M. Kimble
M. A. Sprude
M. A. Reeves
S. Fugitt
P. S. Ferguson
G. Bharadhwaj
F. M. Polayes
R. Verma
J. S. Harvey
J. S. Heinzen
P. M. Micheletti
R. M. Momen
D. M. Neenan
D. S. Swift
S. C. Basileto
G. B. Beer
P. J. Morelli
M. A. Ainslie
J. M. Angelo
D. J. Bell
D. C. Bouc
M. E. Pisano
C. A. Kozaritz
M. M. Martin
K. M. Nolan

Address

1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
2700 Sanders Road, Prospect Heights, IL 60070
1441 Schilling Place Salinas, CA 93901
2700 Sanders Road, Prospect Heights, IL 60070
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
1441 Schilling Place Salinas, CA 93901
12447 SW 69th Building C Tigard, Oregon 97223
2700 Sanders Road, Prospect Heights, IL 60070
1441 Schilling Place Salinas, CA 93901
1111 Town Center Dr. Las Vegas, NV 89144
2700 Sanders Road, Prospect Heights, IL 60070
2700 Sanders Road, Prospect Heights, IL 60070
2700 Sanders Road, Prospect Heights, IL 60070
2700 Sanders Road, Prospect Heights, IL 60070
1441 Schilling Place Salinas, CA 93901
2700 Sanders Road, Prospect Heights, IL 60070
2700 Sanders Road, Prospect Heights, IL 60070
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CT SYSTEM

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HSHC CARD SERVICES 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 THIRTEENTH DAY OF OCTOBER, A.D. 2005.

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

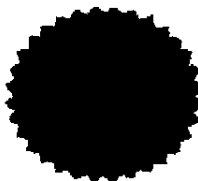
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

05 OCT 14 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4223152

DATE: 10-13-05

TOTAL P.06