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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

**Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:

john.nowak@qexp.com**FOREIGN PROFIT/NONPROFIT CORPORATION****American Express Centurion Bank**

| | |
|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 08 |
| Estimated Charge | \$4,670.00 |

\$1,100

Freddy (manager) GAVE
AUTHORIZATION BY PHONE TO

CORRECT add the word (corporation)

DATE 12/14/09DOC. EXAM VH

09 DEC 11 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

VH



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 30, 2009

Mr. John Nowak
American Express
200 Vesey Street
New York, NY 10281

Re: American Express Centurion Bank

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

As Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banco," "banque," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in its corporate name. The Office will not object to the use of the above name being registered to transact business in the state of Florida. This does not authorize the institution to engage in banking, trust or insurance business or any other licensed activity in the state of Florida. Proper regulatory approvals will be required.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations, .
Department of State

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. American Express Centurion Bank corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Utah 3. 11-2869526
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 25, 1987 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4315 South 2700 West Salt Lake City Utah
(Principal office address)

(Current mailing address)

8. FDIC insured Depository Institution that primarily engaged in issuing consumer
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) and lending and
charge cards

9. Name and street address of Florida registered agent: (P.O. 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: Anthony Licusi
(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.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: See Attached

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

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]

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

14. Scott Godderidge Sec

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Attachment to
Purpose Clause**

to issue credit and charge cards Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation

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American Express Centurion Bank

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| Directors | Business Address |
|-----------------------------|--|
| Frank L. Skillern- Chairman | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Maria J. Garciaz | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Andrea J. Moss | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| William Taylor | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| W. Val Oveson | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Robert Garinger | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Peggy Maher | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |

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American Express Centurion Bank

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| Officers | Title | Business Address |
|---------------------|---|--|
| R. Mark Gomez | Chief Operating Officer, Physical Security Officer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Catherine M. Hogan | Chief Financial Officer, Treasurer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Todd N. Boren | Chief Credit Officer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Scott C. Godderidge | Controller, Secretary | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Diane S. Owsley | Chief Technology Officer, Information Security Officer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Michael J. Sherman | Chief Compliance Officer, Privacy Officer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |
| Stephen E. Byron | Bank Secrecy Act / Anti- Money Laundering Officer | 4315 South 2700 West, Salt Lake City, Utah 84184-0147 |



Utah Department of Commerce
Division of Corporations & Commercial Code

160 East 300 South, 2nd Floor, PO 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>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/17/2009
970568-014209172009-941103

CERTIFICATE OF EXISTENCE

| | |
|----------------------|---------------------------------|
| Registration Number: | 970568-0142 |
| Business Name: | AMERICAN EXPRESS CENTURION BANK |
| Registered Date: | June 25, 1987 |
| 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. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code