

1201 HAYS STREET
TALLAHASSEE, FL 32304-2607

800-342-8086

* 904-222-9171
904-222-0391 FAX

F96000002508

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 891929 129801A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : 5-20

ORDER TIME : 10:05 AM

ORDER NO. : 891929

CUSTOMER NO: 129801A

CUSTOMER: Paul E. Clement, Legal Asst
Capital One Financial
Suite 1300
2980 Fairview Park Drive
Falls Church, VA 22042-4525

800001830288

FOREIGN FILINGS

NAME: CAPITAL ONE SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

96 MAY 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

5/20

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

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

1. Capital One Services, Inc.
(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. Delaware 3. 54-1780389
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/01/95 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
1/01/96
6. (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
2980 Fairview Park Drive - Suite 1300
Falls Church, Virginia 22042
(Current mailing address)
8. See statement of purpose attached as Exhibit A.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Corporation Service Company
Office Address: 1201 Hays Street, (Leon County)
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: [Signature]
(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
96 MAY 20 PM 12:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Richard D. Fairbank

Address: 2980 Fairview Park Dr. - Suite 1300

Falls Church, VA 22042

Director: Nigel W. Morris

Address: 2980 Fairview Park Dr. - Suite 1300

Falls Church, VA 22042

B. OFFICERS

President: See list attached as Exhibit B.

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

FILED
96 MAY 20 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. John G. Finneran, Jr. - Senior Vice President, General Counsel & Corporate Secretary
(Typed or printed name and capacity of person signing application)

EXHIBIT A

Statement of Purpose

To engage in any act or activity permitted by the laws of Delaware for which corporations may be organized under the Florida Business Corporation Act, provided that the corporation is not to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

FILED

96 MAY 20 PM 12:17

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EXHIBIT B

NAME	TITLE	BUSINESS ADDRESS
Richard D. Fairbank	Chief Executive Officer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Nigel W. Morris	President and Chief Operating Officer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
James M. Zinn	Senior Vice President and Chief Financial Officer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
John G. Finneran, Jr.	Senior Vice President, General Counsel and Corporate Secretary	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Matthew J. Cooper	Senior Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
James P. Donehey	Senior Vice President and Chief Information Officer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Dennis H. Liberson	Senior Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
David M. Willey	Vice President, Treasurer and Assistant Secretary	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Dale P. Bateman	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
J. Brandon Black	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042

05 MAR 20 PM 12:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

EXHIBIT B

NAME	TITLE	BUSINESS ADDRESS
Robert R. Box	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Frederick C. Burns	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Thomas F. Casalino	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Neil Andrew Cohen	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Marjorie M. Connelly	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Paul Cusenza	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Lawrence Doyle	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Steven Howell	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Alfonso Lau	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Phillip C. Mason	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042

96 MAY 20 PM 12:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

EXHIBIT B

NAME	TITLE	BUSINESS ADDRESS
Elizabeth McLean	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
George M. Overholser	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Paul P. Paquin	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Kenneth Reckenbeil	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Alice M. Rother	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Mustaq H. Sahaf	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Thomas A. Saunders, Jr.	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Carl T. Stellwag	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Arthur L. Weisiger	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Jerry L. Wilterding	Vice President	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042

EXHIBIT B

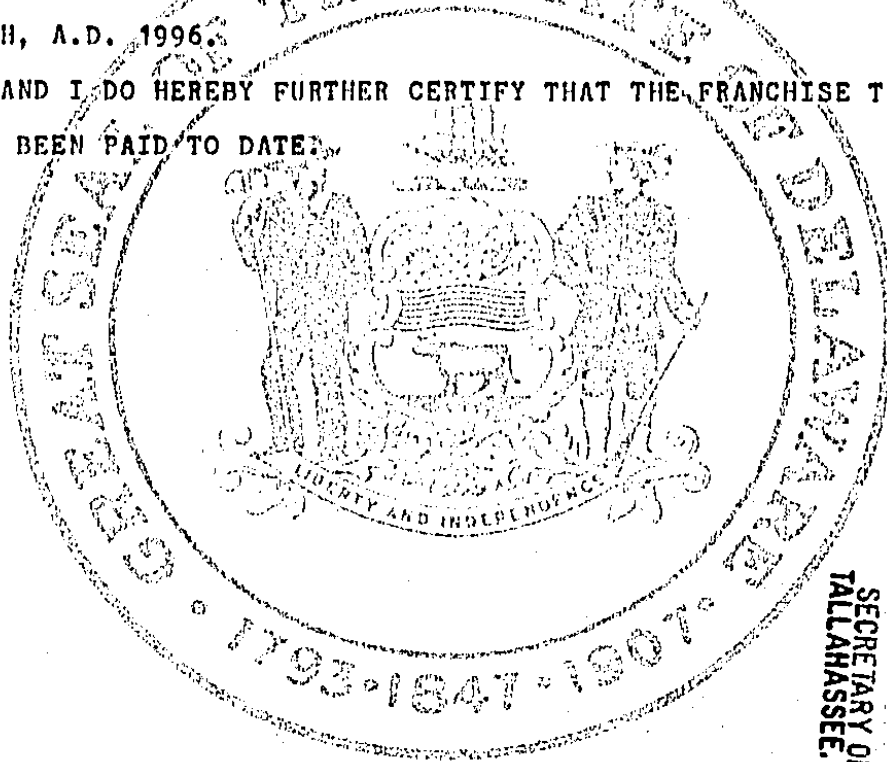
NAME	TITLE	BUSINESS ADDRESS
Murray P. Abrams	Assistant Treasurer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042
Lee J. Jacobson	Assistant Treasurer	2980 Fairview Park Drive Suite 1300 Falls Church, VA 22042

FILED
96 MAY 20 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITAL ONE 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 TWENTY-FIFTH DAY OF MARCH, A.D. 1996.

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



FILED

96 MAY 20 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2562758 8300

960085903

AUTHENTICATION: 7880884

DATE: 03-25-96