



Certificate of Incorporation

Certificat de constitution

Canada Business
Corporations Act

Loi régissant les sociétés
par actions de régime fédéral

VW CREDIT CANADA, INC.

254278-1

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the above-mentioned Corporation, the Articles of Incorporation of which are attached, was incorporated under the Canada Business Corporations Act.

Je certifie par les présentes que la société mentionnée ci-haut, dont les statuts constitutifs sont joints, a été constituée en société en vertu de la Loi régissant les sociétés par actions de régime fédéral.

Le directeur

Director

November 21, 1989/le 21 novembre 1989

Date of Incorporation - Date de constitution

Canada

1 - Name of Corporation

VW CREDIT CANADA, INC.

2 - The place within Canada where the registered office is to be situated

Municipality of Metropolitan Toronto, Province of Ontario.

3 - The classes and any maximum number of shares that the corporation is authorized to issue

An unlimited number of shares of one class, designated as Common Shares.

4 - Restrictions if any on share transfers

None.

5 - Number (or minimum and maximum number) of directors

Minimum one (1); Maximum seven (7).

6 - Restrictions if any on business the corporation may carry on

No restrictions on business.

7 - Other provisions if any

The corporation may set out its name in the French form and language as follows:

CRÉDIT VW CANADA, INC.

and may set out its name in such form and may use and be legally designated by such form.

8 - Incorporators

Name	Address (include postal code)	Signature
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William L. McAuley

20 Queen Street West
Box 27, Suite 2700
Toronto, Ontario
M5H 3S1



FOR DEPARTMENTAL USE ONLY
Corporation No. -

254278-1

NOV 22 1989

Filed -



Certificate of Amendment

Certificat de modification

Canada Business
Corporations Act

Loi régissant les sociétés
par actions de régime fédéral

VW CREDIT CANADA, INC.
CRÉDIT VW CANADA, INC.

254278-1

Name of Corporation - Dénomination de la société

Number - Numéro

I hereby certify that the
Articles of the above-mentioned
Corporation were amended

Je certifie par les présentes que
les statuts de la société
mentionnée ci-haut ont été modifiés

(a) under Section 13 of the
Canada Business Corporations
Act in accordance with the
attached notice;

(a) en vertu de l'article 13 de la
Loi régissant les sociétés par
actions de régime fédéral
conformément à l'avis ci-joint;

(b) under Section 27 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment
designating a series of shares;

(b) en vertu de l'article 27 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes
désignant une série d'actions;

(c) under Section 177 of the
Canada Business Corporations
Act as set out in the attached
Articles of Amendment;

(c) en vertu de l'article 177 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses modificatrices ci-jointes;

(d) under Section 191 of the
Canada Business Corporations
Act as set out in the attached
Articles of Reorganization;

(d) en vertu de l'article 191 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué
dans les clauses de réorganisation
ci-jointes;

(e) under Section 192 of the
Canada Business Corporations
Act as set out in the attached
Articles of Arrangement.

(e) en vertu de l'article 192 de la
Loi régissant les sociétés par actions
de régime fédéral tel qu'indiqué dans
les clauses d'arrangement ci-jointes.

Le directeur

Director

May 17, 1993/le 17 mai 1993

Date of Amendment - Date de la modification

1- Name of Corporation - Dénomination de la société

2- Corporation No. - No de la société

VW CREDIT CANADA, INC.

254278-1-R

3- The articles of the above-named corporation are amended as follows:

Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

By adding CRÉDIT VW CANADA, INC. to the name of the Corporation such that the name of the Corporation shall be:

VW CREDIT CANADA, INC.
CRÉDIT VW CANADA, INC.

By changing the place in which its registered office is situated to:

METROPOLITAN REGION OF MONTREAL, PROVINCE OF QUEBEC

April 16, 1993

Signature

Title - Titre

Assistant Secretary

MAY 18 1993



**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

VW CREDIT CANADA, INC.

CREDIT VW CANADA, INC.

254278-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

September 6, 2007 / le 6 septembre 2007

Date of Amendment - Date de modification



Processing Type - Mode de traitement: E-Commerce/Commerce-É

<p>1. Name of Corporation - Dénomination de la société</p> <p>VW CREDIT CANADA, INC. CREDIT VW CANADA, INC.</p>	<p>2. Corporation No. - N° de la société</p> <p>254278-1</p>
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3. The articles of the above-named corporation are amended as follows:
Les statuts de la société mentionnée ci-dessus sont modifiés de la façon suivante:

To delete paragraph 4 of the Articles of Incorporation and to replace it with the following:

"The right to transfer securities of the Corporation (other than debt securities that are not convertible into shares of the Corporation) shall be restricted in that no holder of such securities shall be entitled to transfer any such securities without either:

(a) if the transfer of such securities is restricted by any security holders' agreement, complying with such restrictions in such agreement; or

(b) if there are no such restrictions, either:

(i) the express sanction of the holders of more than 50% of the voting shares of the Corporation for the time being outstanding expressed by a resolution passed at a meeting of the shareholders or by an instrument or instruments in writing signed by the holders of more than 50% of such shares; or

(ii) the express sanction of the directors of the Corporation expressed by a resolution passed by the votes of a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors entitled to vote on that resolution at a meeting of directors."

To amend paragraph 7 of the Articles of Incorporation by adding the following:

"The board of directors of the Corporation may, at any time and from time to time, by resolution appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next following annual meeting of shareholders of the Corporation, provided that the total number of directors so appointed by the board of directors of the Corporation during the period between any two annual meetings of shareholders of the Corporation shall not exceed one-third of the number of directors elected at the earlier of such two annual meetings of shareholders of the Corporation."

Date	Name - Nom	Signature	Capacity of - en qualité
2007-09-06	ALLEN L. STRANG		AUTHORIZED OFFICER