Certificate of Incorporation

Canada Business Corporations Act

VW CREDIT CANADA, INC. 254278-1

Name of Corporation - Dénomination de la société

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

Le directeur

November 21, 1989/le 21 novembre 1989

Director Date of Incorporation - Date de constitution

Canadá
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

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Signature</th>
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<tbody>
<tr>
<td>William L. McAuley</td>
<td>20 Queen Street West</td>
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<tr>
<td></td>
<td>Box 27, Suite 2700</td>
<td></td>
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<td></td>
<td>Toronto, Ontario</td>
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FOR DEPARTMENTAL USE ONLY

Corporation No. - 254276 - 1

Filed: NOV 2 2 1989
Certificate of Amendment

Canada Business Corporations Act

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

Name of Corporation - Dénomination de la société

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

(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 177 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;

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

Le directeur

Director

May 17, 1993/le 17 mai 1993

Date of Amendment - Date de la modification
The articles of the above-named corporation are amended as follows:

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**
VW CREDIT CANADA, INC.

CREDIT VW CANADA, INC.

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

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;

September 6, 2007 / le 6 septembre 2007

Date of Amendment - Date de modification

Richard G. Shaw
Director - Directeur

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

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."