F95000001320

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

CORPORATION(S) NAME

Westcorp Financial Services, Inc.

(✓) Profit
( ) NonProfit
( ) Amendment
( ) Merger

(✓) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
( ) Other
( ) Change of R.A.
( ) Fictitious Name

( ) Certified Copy
( ) Photo Copies
( ) CUS / G/S

( ) Call When Ready
( ) Walk In
( ) Mail Out
( ) Call if Problem
( ) Will Wait
( ) After 4:30
(✓) Pick Up

3:00
3/20/95

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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

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. Westcorp Financial Services, Inc.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "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. California
(State or country under the law of which it is incorporated)

3. April 28, 1988
(Date of Incorporation)

4. Perpetual
(Duration)

5. 33-0291646
(Federal Employer Identification number, if applicable)

6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 16485 Laguna Canyon Road, Suite 250, Irvine, California 92718
(Current mailing address)

8. To engage in consumer lending.
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: Ernest Rady
Address: 23 Pasteur Road
Irvine, California 92718

Vice Chairman: None
Address:

Director: Howard C. Reese
Address: 16485 Laguna Canyon Road, Suite 250
Irvine, California 92718

Director: Joy Schaefer
Address: 23 Pasteur Road
Irvine, California 92718

(FLA.-2189 - 2/1/92)

9. Officers:

President Howard C. Reese

Address 16485 Laguna Canyon Road, Suite 250

Irvine, California 92718

Vice President. Joy Schaefer

Address 23 Pasteur Road

Irvine, California 92718

Secretary: Harriet Burns Feller

Address: 23 Pasteur Road

Irvine, California 92718

Treasurer: Joy Schaefer

Address: 23 Pasteur Road

Irvine, California 92718

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. **Name and Street address of Florida registered agent:**

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation ,Florida 33324

Zip Code

11. **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

Registered agent's signature: D F Hickey

(Officer)

D.F. Hickey, Assistant Secretary

(Typed Name and Title of Officer)

12. 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.

13. Howard C. Reese

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Howard C. Reese, President

(Name and capacity of person signing application)

(FLA.-2189)

State of California

SECRETARY OF STATE'S OFFICE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 28th *day of* April, *19* 88,

WESTCORP FINANCIAL SERVICES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

GREAT SEAL OF THE STATE OF CALIFORNIA
EUREKA

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 16th *day of* March 1995

Bill Jones

Secretary of State

Document Number Only

F95000001320

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City State Zip Phone

300001473608
-05/03/95--01110--010
*****35.00 *****35.00

CORPORATION(S) NAME

WES Financial Inc. changing into
Westcorp Financial Services, Inc.

FILED 95 MAY -3 PM 3:12 SECRETARY OF STATE TALLAHASSEE, FLORIDA

() Profit
() NonProfit

(X) Amendment

() Merger

(X) Foreign

() Dissolution/Withdrawal

() Mark

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Updater
Verifier
Acknowledgment
W.P. Verifier

5/3/95
3:00

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CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(s.607.1504,F.S.)

FILED
95 MAY -3 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. WESTCORP FINANCIAL SERVICES, INC.
Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: California

3. Date authorized to do business in Florida: March 20, 1995

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

April 28, 1995

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

WFS FINANCIAL INC.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Jack Fernandez
Signature

April 28, 1995
Date

Jack Fernandez
Typed or printed name

Sr. Vice President
Title

(FLA.- 2251 - 3/19/93)

A460400

State of California
SECRETARY OF STATE

CORPORATION DIVISION

FILED
95 MAY -3 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY - 1 1995

Bill Jones

Secretary of State

A460400

CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

ARTICLES OF INCORPORATION

OF

WESTCORP FINANCIAL SERVICES, INC.,

a California corporation

ENDORSED - FILED
In the office of the Secretary of State
of the State of California
APR 2 8 1995
BILL JONES, Secretary of State

Howard C. Reese and Harriet Burns Feller certify that:

1. They are the President and the Secretary, respectively, of Westcorp Financial Services, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

ARTICLE I

The name of this corporation is:

WFS Financial Inc

ARTICLE II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

(a) This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which this corporation shall have authority to issue is sixty million (60,000,000), consisting of fifty million (50,000,000) shares of Common Stock, no par value, and ten million (10,000,000) shares of Preferred Stock, no par value.

(b) The Preferred Stock may be issued in one or more series, each series to be appropriately designated by a distinguishing letter or title, prior to the issue of any shares thereof.

(c) The Board of Directors is hereby authorized to fix or alter the dividend rights, dividend rates, conversion rights, voting rights, redemption rights and terms (including sinking fund provisions, if any), redemption price or prices, liquidation preferences, any other designations, preferences and relative, participating, optional or other special rights and any qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock and the number of shares constituting any such unissued series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

ARTICLE IV

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter and rescind the Bylaws of this corporation.

ARTICLE V

The number of directors shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors or by the shareholders acting in accordance with the California Corporations Code.

ARTICLE VI

This corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

ARTICLE VII

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE VIII

If this corporation shall become a listed corporation within the meaning of Section 301.5 of the California Corporations Code, or any successor statute, cumulative voting shall, upon the effective date of such listing, be eliminated without further amendment to the Articles of Incorporation.

ARTICLE IX

If this corporation shall become a listed corporation within the meaning of Section 301.5 of the California Corporations Code, or any successor statute, the Board of Directors shall, upon the effective date of such listing, be divided into two classes if the number of directors then fixed is between six (6) and eight (8) and into three classes if the number of directors then fixed is nine (9) or greater: Class I, Class II and, if applicable, Class III. The number of directors in each class shall be the whole number contained in the quotient arrived at by dividing the authorized number of directors by the applicable number of classes. If a fraction is also contained in such quotient and if such fraction is one-half or one-third (1/3), the extra director shall be a member of Class II. If the fraction is two-thirds (2/3), one of the extra directors shall be a member of Class II and the other shall be a member of Class III. Each director shall serve for a term ending on the date of the second annual meeting if there are two classes and on the third annual meeting if there are three classes following the annual meeting at which such director was elected.

At the first annual meeting of shareholders held after the corporation qualifies as a listed corporation within the meaning of Section 301.5 of the California Corporations Code, (i) if there are two classes of directors, the Class I directors shall be elected for a term of two years and the Class II directors shall be elected for a term of one year, or (ii) if there are three classes of directors, the Class I directors shall be elected for a term of three years, the Class II directors shall be elected for a term of two years, and the Class III directors shall be elected for a term of one year.

In the event of any increase or decrease in the authorized number of directors, (i) each director then serving as such shall nevertheless continue as a director in the class of which he or she is a member until the expiration of his or her current term, or his or her prior death, retirement, resignation or removal, and (ii) the newly created or eliminated directorships resulting from such increase or decrease shall be apportioned by the Board of Directors to such class or classes as shall, so far as possible, bring the number of directors in the respective classes into conformity with the formula in this Article IX, as applied to the new authorized number of directors.

Notwithstanding any of the foregoing provisions of this Article IX, each director shall serve until his or her successor is elected and has qualified or until his or her death, retirement, resignation or removal.

Should a vacancy occur or be created, the remaining directors (even though less than a quorum) may fill the vacancy for the full term of the class in which the vacancy occurs or is created.

ARTICLE X

Each reference in the Articles of Incorporation to any provision of the California Corporations Code refers to the specified provision for the General Corporation Law of the State of California, as the same now exists or as it may hereafter be amended or superseded.

3. The foregoing amendment and restatement of the Articles of Incorporation of this corporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the sole shareholder of this Corporation in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of this Corporation is fifty (50) shares of common stock, no par value. The number of shares voting in favor of this amendment and restatement equals the total amount of the outstanding shares of this Corporation., which equalled or exceeded the vote required which is a majority of the outstanding shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 24, 1995

Howard C. Reese
Howard C. Reese, President

Harriet Burns Feller
Harriet Burns Feller, Secretary

DJK:\WESTCORP\CHARTER2.AM