

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ExTerra Credit Recovery L.L.C.
 (Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware 3. 94-3272971
 (Jurisdiction under the law of which foreign limited liability company is organized) FEI D# (FEI number, if applicable)

4. 5/16/97 5. 30 years (5/16/2027)
 (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Jan 1, 1998
 (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 365 Lennon Lane Ste 200
Walnut Creek, Ca 94598
 (Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
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Please see attached supplement

_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ExTerra Credit Recovery, LLC
State of Florida Question #8

The business address for all the Managing Members is:

365 Lennon Lane Ste 200
Walnut Creek, CA 94598

Brian J. Biglin SVP & Chief Risk Manager
Jeannie L. Daniels SVP & Controller
Mark J Eichler EVP & Chief Information Officer
Barbara A. Price EVP & Chief Marketing Officer
J. Scott Rhoades EVP & Chief Financial Officer
Suzanne Sheuerman President & Chief Executive Officer
Bruce White SR EVP & Chief Operations Officer

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of ExTerra Credit Recovery, LLC. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is
- 3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is
(This total includes amounts from 2 and 3 above.)

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Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

J. SCOTT RHODES

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Exterra Credit Recovery, LLC.

2. The name and the Florida street address of the registered agent and office are:

CT. Corporation System

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ellen T. Coffey
(Signature)

Ellen T. Coffey, Assistant V.P.

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EXTERRA CREDIT RECOVERY L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1997.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8833414

DATE: 12-23-97