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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 10/5

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Corporation(s) Name

Washington Mutual Finance, Inc.

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<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> LLC	<input type="checkbox"/> Withdrawal	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> UBR	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Ch. RA
<input type="checkbox"/> UCC () 1 or () 3		
***Special Instructions** 6		
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<small>() arts/ameds/mergers () Other-See Above</small>		
<input checked="" type="checkbox"/> Walk in	<input checked="" type="checkbox"/> Pick-up	<input type="checkbox"/> Will Wait

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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Carol Clark

Thank You!

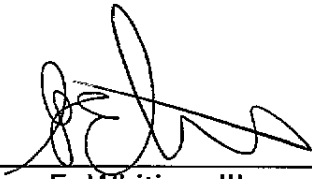
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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Gardner E. Whiting, III, Director, Sr. Vice President and Chief Marketing Officer, do hereby certify that this Resolution of the Board of Directors of Washington Mutual Finance, Inc., a corporation duly organized and existing under the laws of the State of Texas was duly adopted on September 26, 2000.

Resolved, that Washington Mutual Finance, Inc., organized and existing in the State of Texas, hereby adopts the name Washington Mutual Finance of Texas, Inc. for use in Florida.

Dated: September 26, 2000



Gardner E. Whiting, III
Director, Sr. Vice President and
Chief Marketing Officer

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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. Washington Mutual Finance, 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. Texas 3. 59-1088585
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 11/9/64 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 8900 Grand Oak Circle
Tampa, Florida 33637-1050
(Current mailing address)

8. Consumer Finance Company
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.

C T Corporation System

Vicky Goldstein
(Registered agent's signature)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached list of directors and officers

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list of directors and officers

Address: _____

Vice President: _____

Address: _____

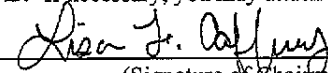
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. Lisa F. Caffrey, Vice President
(Typed or printed name and capacity of person signing application)

WASHINGTON MUTUAL FINANCE, INC.
(California)

OFFICERS		BUSINESS ADDRESS
*HENRY F. SHIGLEY	President	8900 Grand Oak Circle Tampa, FL 33637-1050
*JAMES R. GARNER	Sr. Vice President, Secretary & General Counsel	" "
*GARY E. WHITING	Sr. Vice President & Chief Marketing Officer	" "
SEAN ROWLES	Sr. Vice President	" "
JOHN J. VARD0	Sr. Vice President	23861 El Toro Road - 5 th Fl. Lake Forest, CA 92630
ANGELA VEKSLER	Sr. Vice President - Chief Information Officer	8900 Grand Oak Circle Tampa, FL 33637-1050
R. ELVIS GODDARD	Sr. Vice President	" "
J. W. POUNDS	Sr. Vice President	" "
ELIZABETH A. WOOD	Sr. Vice President	" "
ED ASHURST	Vice President - Special Projects	" "
TIM M. HOEFT	Vice Pres. - Credit Administration	" "
CRAIG A. STEIN	Vice President & Controller	" "
SAMUEL J. ASBURY	Vice President	1805 Sardis Rd N - Suite Charlotte, NC 28270
MARK J. HADERLIE	Vice President	23861 El Toro Road - 5 th Lake Forest, CA 92630
CATHERINE M. ADAMS	Vice President & Asst. Secretary	8900 Grand Oak Circle Tampa, FL 33637-1050
GLENN L. BELTON	Vice President	" "
A. J. NATTANS	Vice President	" "
JOYCE M. RAIDLE	V. P. & Deputy General Counsel	" "
MATTHEW D. SIMON	Vice President & Asst. Secretary	" "
LISA F. CAFFREY	Vice President	" "
HOLLY L. KREST	Vice President	" "
DENIS J. MALONE	Vice President	" "
ROBERT H. MILES	Vice President	1201 3 rd Avenue Seattle, WA 98101
MARY C. DOBSON	Vice President	8900 Grand Oak Circle Tampa, FL 33637-1050
BEVERLY THURSTON	Assistant Secretary	8900 Grand Oak Circle Tampa, FL 33637-1050
RICHELLE M. COLLEY	Assistant Secretary	1805 Sardis Rd N - Suite 111 Charlotte, NC 28270
WILLIAM R. CAMPBELL	Vice President	344 East Foothills Parkway - Suite 4-W-C Ft. Collins, CO 80525
KAREN J. RODRIGUEZ	Assistant Secretary	601 N. Nevada Avenue Colorado Springs, CO 80903

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*Directors



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

WASHINGTON MUTUAL FINANCE, INC.
File No. 208049-0

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TALLAHASSEE, FLORIDA

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on October 2, 2000.*




DLM

Elton Bomer
Secretary of State