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ACCOUNT NO. : 072100000032

REFERENCE : 535562 5124206

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

FILED
02 MAY 14 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 2002

ORDER TIME : 10:35 AM

ORDER NO. : 535562-160

CUSTOMER NO: 5124206

600005509156--9

CUSTOMER: Jason Laukaitis, Legal Asst
Washington Mutual Bank
1201 Third Avenue, Wmt 1706
Washington Mutual Tower
Seattle, WA 98101

FOREIGN FILINGS

NAME: WAMU CAPITAL CORP.

BK

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER:

02 MAY 14 AM 11:27

RECEIVED

**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.*

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1. WaMu Capital Corp.
(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. Washington 3. 91-2163758
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 30, 2001 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
Suite WMT 0626, 1201 Third Avenue
7. Seattle, WA 98101
(Principal office address)
WMT 0626
1201 Third Avenue, Seattle, WA 98101
(Current mailing address)
See Attached Rider 1
8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (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.

Corporation Service Company

By: Karen [Signature]

(Registered agent's signature)

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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

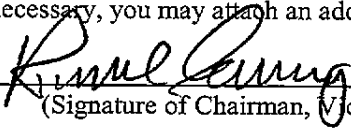
Secretary: _____

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. Richard Careaga, Secretary

(Typed or printed name and capacity of person signing application)

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

WaMu Capital Corp.

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TALLAHASSEE, FLORIDA

List of Officers

Name:	Timothy J. Maimone	Title:	President & Senior VP
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Richard Careaga	Title:	Secretary
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Glenn J. Ohl	Title:	First VP, Treas. & Asst. Secy.
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Maureen A. Shafer	Title:	Senior VP & COO
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Kent Usell	Title:	Officer
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Arville V. Wheeler	Title:	Officer
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Thomas Borer	Title:	First Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Kevin Callan	Title:	First Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Gerald Chellis	Title:	Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Daniel Crozier	Title:	First Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Tad Dahlke	Title:	Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Charles Fix	Title:	Officer
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Henry Haggerty	Title:	Officer
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Jay Hanville	Title:	Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Bryan Hawkins	Title:	Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Todd Kaufman	Title:	Senior Vice President
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		
Name:	Jennifer A. Lewis	Title:	Officer
Bus. Addr.:	c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101		

Name: Scott Mehlman **Title:** Officer
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Jeffrey Mitchell **Title:** Officer
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Diana Novak **Title:** First Vice President
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Robert M. Reed **Title:** Officer
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: James L. Ritner **Title:** Officer
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Tony Thomas **Title:** Vice President
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Marangal I. Domingo **Title:** Chairman & CEO
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

List of Directors

Name: Craig S. Davis **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Stacey D. Arens **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Marangal I. Domingo **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Michael J. Kula **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: William A. Longbrake **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Timothy J. Maimone **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Robert H. Miles **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

Name: Richard D. Lodge **Term:** Nov 19, 2002
Bus. Addr.: c/o WaMu Capital Corp. 1201 Third Avenue, WMT 1706, Seattle, WA 98101

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TALLAHASSEE, FLORIDA

RIDER 1

FL-Application by Foreign Corporation for Authorization

WaMu Capital Corp.

Conducting the business of a broker-dealer in securities, following completion of registration with the U.S. Securities and Exchange Commission as a broker-dealer and licensing to the extent required under applicable state law. To engage in any act or activity for which corporations may be organized.

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TALLAHASSEE, FLORIDA

STATE of WASHINGTON



SECRETARY of STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal,

hereby issue this

**CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
WAMU CAPITAL CORP.**

I FURTHER CERTIFY that the records on file in this office show that the
above named profit corporation was formed under the laws of the
State of Washington and was issued a Certificate of Incorporation
in Washington on November 30, 2001.

I FURTHER CERTIFY that as of the date of this certificate, no Articles of Dissolution
have been filed, and that the corporation is duly authorized to
transact business in the corporate form in the State of Washington.



Date: May 9, 2002

*Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital*

Sam Reed
SM
Sam Reed, Secretary of State