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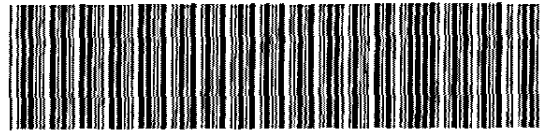
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 592812 7188063
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 26, 2004
ORDER TIME : 10:20 AM
ORDER NO. : 592812-020
CUSTOMER NO: 7188063
CUSTOMER: Ms. Cindy Bock
E*trade Group, Inc.
4500 Bohannon Drive
Menlo Park, CA 94025-1041

FOREIGN FILINGS

NAME: E*TRADE CONSUMER FINANCE CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

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. E*TRADE Consumer Finance Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware - 3. 95-3737685
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 16, 1981 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.)

7. 3353 Michelson Drive, Irvine, California 92612
(Principal office address)

3353 Michelson Drive, Irvine, California 92612
(Current mailing address)

8. To engage in any lawful activity for corporations under Delaware law
(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

Karen Harris
(Registered agent's signature)

Karen Harris, Assistant Vice President

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: _____

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. Cynthia Bock
(Signature of Director or Officer listed in number 12 of the application)

14. Cynthia Bock, Assistant Secretary
(Typed or printed name and capacity of person signing application)

ATTACHMENT A

**FLORIDA: APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

Applicant: E*TRADE Consumer Finance Corporation

Names and Addresses of all Current Officers and Directors

TITLE	NAME	BUSINESS ADDRESS
Sole Director	Arlen W. Gelbard	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
President and CEO	Edward J. Arienti	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Vice President, Finance	Donald A. Haisch	3353 Michelson Drive Irvine, CA 92612
Treasurer	Matthew J. Audette	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Secretary	John A. Buchman	3353 Michelson Drive Irvine, CA 92612
Senior Vice President	John R. Snow	3353 Michelson Drive Irvine, CA 92612
Senior Vice President	Gregory G. Gabriel	3353 Michelson Drive Irvine, CA 92612
Senior Vice President	Mitchell W. Shatzen	3353 Michelson Drive Irvine, CA 92612
Senior Vice President	Christina K. Zimmerman	3353 Michelson Drive Irvine, CA 92612
Vice President & Assistant Secretary	Garth Kliger	3353 Michelson Drive Irvine, CA 92612
Assistant Secretary	Cynthia Boek	4500 Bohannon Drive Menlo Park, CA 94025

Delaware

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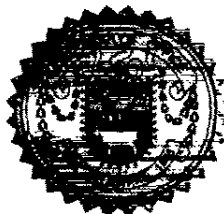
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "E*TRADE CONSUMER FINANCE CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "E*TRADE CONSUMER FINANCE CORPORATION" WAS INCORPORATED ON THE SIXTEENTH DAY OF MARCH, A.D. 1981.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3075106

DATE: 04-27-04