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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

CAPITALSOURCE INC.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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. CAPITALSOURCE INC.

(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

(State or country under the law of which it is incorporated)

3. 352206895

(FEI number, if applicable)

4. 06/04/2003

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Data first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4445 Willard Avenue, 12th Floor, Chevy Chase, MD 20815

(Principal office address)

SAME

(Current mailing address)

8. To provide commercial financial services.

(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 NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, 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.

CT Corporation System

Mark S. Eppley
Assistant Vice-President
and Secretary

Mr. M. S. Eppley
(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:

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A. DIRECTORS *See Attachment*

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____
_____**B. OFFICERS** *SEE ATTACHMENT*

President: _____

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 Director or Officer listed in number 12 of the application)

14. Steven A. Muscles, Secretary

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

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TALLAHASSEE, FLORIDA

CapitalSource Inc.

<u>Officers</u>	<u>Title</u>	<u>Address/Phone #</u>
John K. Delaney	Chairman and CEO	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Jason M. Fish	President	One Maritime Plaza 11 th Floor San Francisco, CA 94111 (415)393-7340
Brian Corsini	Executive Vice President And Chief Credit Officer	4445 Willard Avenue Chevy Chase, MD 20815 (301) 841-2700
Steven A. Musoles	Senior Vice President, Chief Legal Officer and Secretary	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
James M. Mozingo	Chief Accounting Officer	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Thomas Fink	Senior Vice President and Chief Financial Officer	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Donald Cole	Chief Operations Officer	4445 Willard Avenue Chevy Chase, MD 20815 (301) 841-2700
Dean C. Graham	President – Healthcare and Specialty Finance Business	4445 Willard Avenue Chevy Chase, MD 20815 (301) 841-2700
Joseph A. Kenary, Mr.	President – Corporate Finance Business	4445 Willard Avenue Chevy Chase, MD 20815 (301) 841-2700
Michael C. Szwajkowski	President – Structured Finance Business	4445 Willard Avenue Chevy Chase, MD 20815 (301) 841-2700

Directors

John K. Delaney

Jason M. Fish

Frederick W. Eubank, II

Andrew B. Fremder

Tully M. Friedman

Timothy M. Hurd

Thomas F. Steyer

Paul R. Wood

William Byrnes

Dennis Lockhart

Sara Grootwassink

Address/Phone #4445 Willard Avenue
Chevy Chase, MD 20815One Maritime Plaza
11th Floor
San Francisco, CA 94111c/o CapitalSource
4445 Willard Avenue
Chevy Chase, MD 20815c/o CapitalSource
4445 Willard Avenue
Chevy Chase, MD 20815c/o CapitalSource
4445 Willard Avenue
Chevy Chase, MD 20815c/o CapitalSource
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Delaware

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The First State

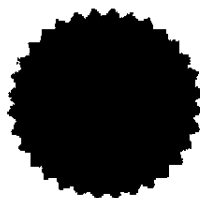
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITALSOURCE INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2005.

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

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

3657629 8300

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4386463

DATE: 12-19-05