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FOREIGN PROFIT/NONPROFIT CORPORATION

Capitalsource Finance II Inc.

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J. Shivers APR 27 2006

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 FINANCE II 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 3. 20-3396681
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 08/30/05 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date 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: C T Corporation System

Office Address: 1100 South Pine Island Road

Plantation, Florida 33324
(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.

C T Corporation System

Era S. Murphy
Assistant Secretary

By: [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 *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. Stevon A. Musculos, Secretary
(Typed or printed name and capacity of person signing application)

CapitalSource Finance II Inc.

<u>Officers</u>	<u>Title</u>	<u>Address/Phone #</u>
John K. Delaney	President	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Steven A. Museles	Executive Vice President and Secretary	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
James M. Mozingo	Chief Accounting Officer and Treasurer	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Pierrette N. Bradshaw	Assistant Secretary	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700
Carolyn Silva-Quagliato	Assistant Secretary	4445 Willard Avenue Chevy Chase, MD 20815 (301)841-2700

Directors

<u>Directors</u>	<u>Address/Phone #</u>
Steven A. Museles	4445 Willard Avenue Chevy Chase, MD 20815

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Delaware

PAGE 1

The First State

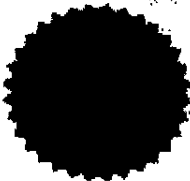
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAPITALSOURCE FINANCE II INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF APRIL, A.D. 2006.

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.

4022774 8300

060382950



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4694609

DATE: 04-25-06