

F07000000162

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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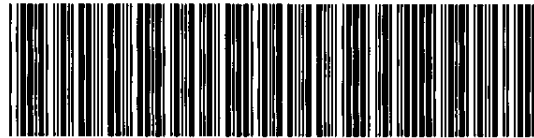
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 JAN 10 PM 12:48

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 JAN 10 AM 11:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JAN 11 2007



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 687903 4717098
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : December 27, 2006
ORDER TIME : 10:54 AM
ORDER NO. : 687903-035
CUSTOMER NO: 4717098

FOREIGN FILINGS

NAME: WMC-GEMB MORTGAGE CORP.

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: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. WMC-GEMB Mortgage Corp.

(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. 200447148

(FEI number, if applicable)

4. August 21, 2003

(Date of incorporation)

5. Perpetual

(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)

c/o Elizabeth Smith, 3100 Thornton Ave., 4th Floor

7. Burbank, CA 91504

(Principal office address)

3100 Thornton Ave., 4th Floor, Burbank, CA 91504

(Current mailing address)

Mortgage Lending and Servicing Origination of Residential Mortgage Loans

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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

(Registered agent's signature)

**Amanda Haddan
as its agent**

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

14. LAURENT BOSSARD, President / CEO
(Typed or printed name and capacity of person signing application)

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SEAL OF THE
STATE OF
ALABAMA
TALLAHASSEE, FLORIDA

OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

WMC-GEMB Mortgage Corp.

List of Officers

Name: Laurent Bossard

Title: President/ CEO

Bus. Addr.: 3100 Thornton Ave., Burbank, CA 91504

Name: George M. Eshaghian

Title: Secretary

Bus. Addr.: 3100 Thornton Ave., Burbank, CA 91504

Name: Gregory J. Macfarlane

Title: Treasurer

Bus. Addr.: 3100 Thornton Ave., Burbank, CA 91504

List of Directors

Name: Laurent Bossard

Term: May 01, 2007

Bus. Addr.: 3100 Thornton Ave., Burbank, CA 91504

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WMC-GEMB MORTGAGE CORP." 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-NINTH DAY OF DECEMBER, A.D. 2006.

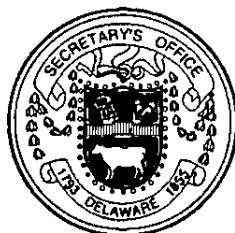
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WMC-GEMB MORTGAGE CORP." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF AUGUST, A.D. 2003.

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.

3695281 8300

061201407



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5318060

DATE: 12-29-06