

ATTN: 7 L Y E (904) 222-723

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

<u>WILSHIRE CREDIT</u> <u>CORPORATION</u>	

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 _____ |
| <input type="checkbox"/> Mtr. Veh. _____ | <input type="checkbox"/> UCC/Filing 3 _____ |

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy _____ | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Photocopy _____ | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

(☒) Walk In () Call if Problem () Will Wait () Pick up 2/13 2:00

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: SEATTLE BY: ROBYN R.
BRANCH RECEIVING: FL BY: POLLYE
REF/JOB # 154-95-02559
CLIENT MATTER # _____
SAME DAY ☒ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: ☒ YES OR NO
DATE SENT: 2/13/95 ☒ MAIL ☒ FAX _____ FED EXP. _____
FILED:
SENT TO: BRANCH _____ CLIENT ☒
SPECIAL INSTRUCTIONS: _____

CHECK #	<u>30015</u>
ST./CTY/ FEES	<u>70.00</u>
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA

1. Wilshire Credit Corporation
(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. Nevada 3. 95-4229749
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 12, 1993 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1776 Madison Avenue, Suite 300
Portland, OR 97205
(Current mailing address)
8. Servicing accounts
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Nays Street, Suite 105

Tallahassee

, Florida, 32301

(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.

By: Karen Maloney Karen Maloney, Asst. Secretary
(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.

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STOEL RIVES

002/003

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____
_____Director: Andrew WiederhornAddress: 1776 SW Madison, Suite 300
Portland, OR 97205

Director: _____

Address: _____

B. OFFICERS

President: See attached.Address: _____

Vice President: _____

Address: _____

Secretary: _____

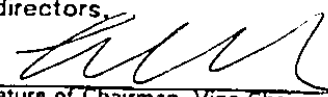
Address: _____

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.

Lawrence Mendelsohn Exec. VP
(Typed or printed name and capacity of person signing application)

WILSHIRE CREDIT CORPORATION
CORPORATE OFFICERS

Andrew Wiederhorn
1776 SW Madison St.
Suite 300
Portland, OR 97205

President and Chief Executive
Officer

Lawrence A. Mendelsohn
1776 SW Madison St.
Suite 300
Portland, OR 97205

Executive Vice-President of
Finance

Ken Kepp
1776 SW Madison St.
Suite 300
Portland, OR 97205

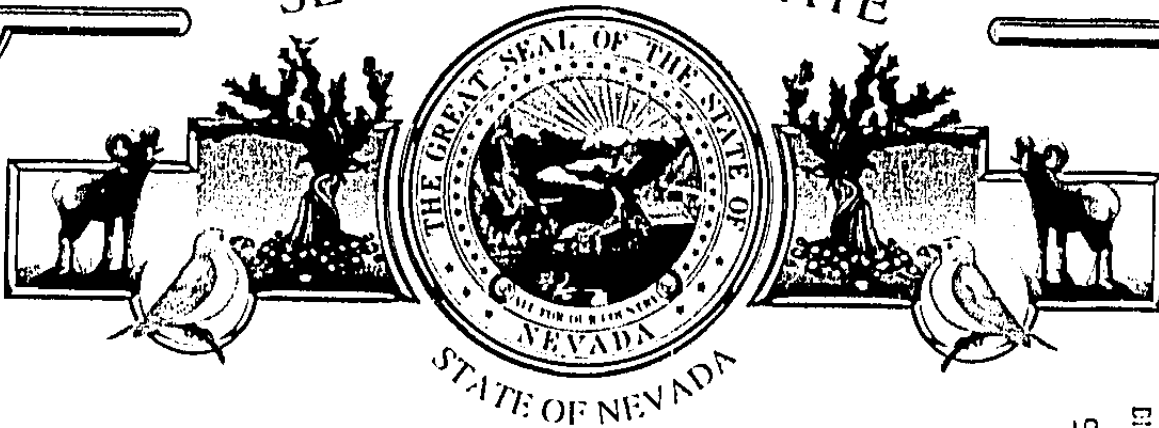
Vice-President of Operations

Don Berchtold
1776 SW Madison St.
Suite 300
Portland, OR 97205

Vice-President of Corporate
Development and Human
Resources

SECRET
DIVISION OF STATE
CORPORATIONS
25 FEB 13 PM 1:44

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, **WILSHIRE CREDIT CORPORATION** is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 30th day of January, 1995.



Dean Heller

Secretary of State

By

Michael J. [Signature]

Certification Clerk

SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 31 1995
5:13 PM