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TRANSMITTAL LETTER

**TO: Qualification/Tax Lien Section
Division of Corporations**

SUBJECT: Whirlpool Financial Corporation Overseas
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lori Juergensen	
(Name of Person)	100001663121
Whirlpool Financial Corporation	-12/15/95--01090--005
(Firm/Company)	*****70.00 *****70.00
553 Benson Road	W95 24502
(Address)	
Benton Harbor, MI 49022	
(City/State/Zip)	

Should you need to call someone concerning this matter, please call:

Lori Juergensen at (616) 927-8808
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

95 DEC 28 AM 11:07

FILED
SECRETARY OF STATE
CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1995

LORI JUERGENSEN
% WHIRLPOOL FINANCIAL CORPORATION
553 BENSON ROAD
BENTON HARBOR, MI 49022

SUBJECT: WHIRLPOOL FINANCIAL CORPORATION OVERSEAS
Ref. Number: W95000024502

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We have received your document for WHIRLPOOL FINANCIAL CORPORATION OVERSEAS and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 495A00054388

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. Whirlpool Financial Corporation Overseas

(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. Delaware

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

3. N/A

(PEI number, if applicable)

4. June 23, 1994

(Date of Incorporation)

5. Perpetual

(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 817.153, F.S.))

7. 553 Benson Road

Benton Harbor, MI 49022

(Current mailing address)

8. The corporation is organized for the purpose of engaging in any lawful act or activity for which corporations may be organized under the General Corporate Law of Delaware
(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: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

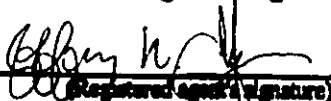
, Florida,

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.


(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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DIVISION OF CORPORATIONS
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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**Chairman: See attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)President: See attachment B

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. James E. LeBlanc, Chairman of the Board and President
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
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Attachment B

WHIRLPOOL FINANCIAL CORPORATION OVERSEAS

OFFICERS

<u>Name</u>	<u>Business Address</u>	<u>Title</u>
James E. LeBlanc	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Chairman of the Board & President
Jack L. Foster	Whirlpool Financial Corporation, 815 NW 57th Ave., Suite 402, Miami, FL 33126	Vice President
David Kleinman	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Vice President
Gerald A. Mogavero	Whirlpool Financial Corporation International, 209 Purley Way, Croydon, Surrey CRO 4XE England	Vice President
Brian F. Peters	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Vice President
Marshall E. Rosenberg	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Secretary
Bradley J. Bell	Whirlpool Corporation, 2000 M-63 North, Benton Harbor, MI 49022	Treasurer
C. Laurence Yinger	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Assistant Secretary

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Attachment A

WHIRLPOOL FINANCIAL CORPORATION OVERSEAS

DIRECTORS

<u>Name</u>	<u>Business Address</u>	<u>Title</u>
James E. LeBlanc	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Chairman of the Board & President
Jack L. Foster	Whirlpool Financial Corporation, 815 NW 57th Ave., Suite 402, Miami, FL 33126	Vice President
Gerald A. Mogavero	Whirlpool Financial Corporation International, 209 Purley Way, Croydon, Surrey CRO 4XE England	Vice President
Brian F. Peters	Whirlpool Financial Corporation, 553 Benson Road, Benton Harbor, MI 49022	Vice President

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WHIRLPOOL FINANCIAL CORPORATION OVERSEAS" 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 THIRTIETH DAY OF NOVEMBER, A.D. 1995.

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DIVISION OF CORPORATIONS



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7729727

11-30-95

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