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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-344-8686



networks

PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 189878 4611756

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : December 16, 1996

ORDER TIME : 10:06 AM

ORDER NO. : 189878-005

400002030764--7

CUSTOMER NO: 4611756

CUSTOMER: Mr. Darius .. Hartwell
Stoel Rives Llp Attorneys
Suite #2300
900 S. W. Fifth Avenue
Portland, OR 97204-1268

FOREIGN FILINGS

NAME: WILSHIRE FUNDING CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

9/12/17
96 DEC 17 AM 11:28
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 17 AM 10:39
RECEIVED
DIVISION OF CORPORATION

**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 Funding 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. Delaware 3. 93-1226007
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 12, 1996 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 SW Madison Street, Suite 300
Portland, OR 97205
(Current mailing address)
8. Financial Services
(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: Corporation Service Company

Office Address: 1201 Hays Street

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: Robyn R. Repass Robyn R. Repass 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.

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

A. DIRECTORS

Chairman: see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached

Address: _____

Vice President: _____

Address: _____

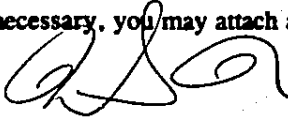
Secretary: _____

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. Kenneth R. Kepp, Senior Vice-President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
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Wilshire Funding Corporation
Corporate Officers

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

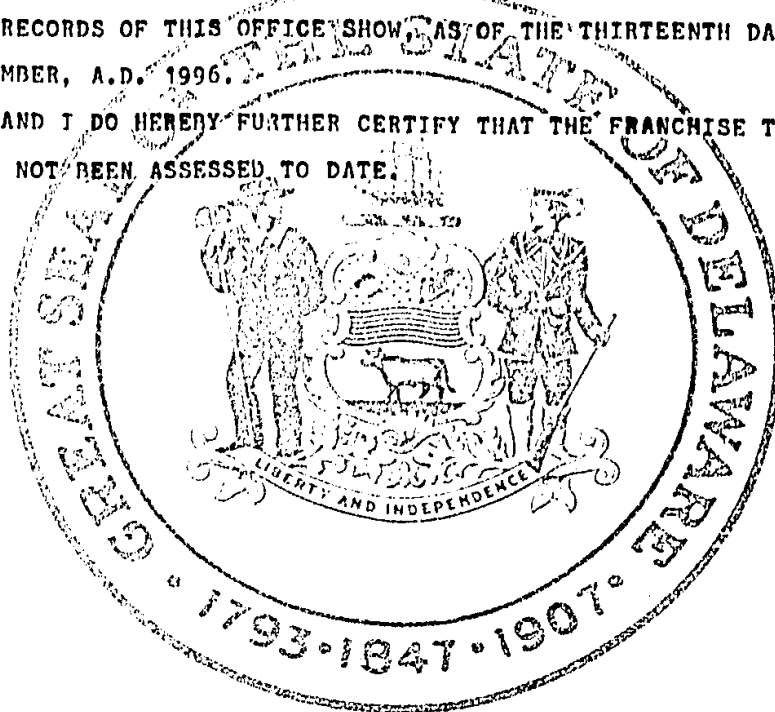
<u>Name</u>	<u>Title</u>
Andrew Wiederhorn	Chief Executive Officer, Secretary, Treasurer and Sole Director
Lawrence Mendelsohn	President
Kenneth Kepp	Senior Vice President, Operations
Donald Berchtold	Senior Vice President, Administration
Chris Tassos	Senior Vice President, Structured Finance
Phillip Vincent	Senior Vice President, Loan Servicing
Sheryl Morehead	Senior Vice President, S & L Group
Bo Aberg	Senior Vice president, European Operations
Peter O'Kane	Vice President
Bob Sprouse	Vice President
Glenn Ohl	Chief Financial Officer
John McPhee	Vice President
Stuart Adair	Vice President
Zan Hamilton	Vice President

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WILSHIRE FUNDING CORPORATION" 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 THIRTEENTH DAY OF DECEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 17 AM 11:29



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

12-13-96