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Judith A. Bonnesen
Licensing Consultant, Paralegal
Ext. 116

Wednesday, April 21, 1999

Department of State
200 E. Gaines Street
Tallahassee, FL 32399

F99-000002306

RE: Qualification of Western Interstate Bancorp

Dear Sir:

Enclosed are the following items:

1. Application for Certificate of Authority (in duplicate).
2. Check for \$70.
3. Certificate of Good Standing.
4. Return Address Envelope.

100002855321--1
-04/28/99--01090--004
*****70.00 *****70.00

If you need any further information, please contact me at 908-879-1112, extension 116.

Sincerely,

Judith A. Bonnesen

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Paralegal, Licensing Consultant

Cover Ltr 4-21-99.Doc

F99-2306

Name Availability	<i>OK</i>
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 28 AM 8:41

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. Western Interstate Bancorp Inc.

(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. California

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

3. 95-3521287

(FEI number, if applicable)

4. August 29, 1979

(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 817.156, F.S.))

7. 1600 Viceroy, Dallas, TX 75235

(Current mailing address)

8. Mortgage Acquisition and Servicing

(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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.



DOMENIC A. BORRIELLO
Assistant Vice President

(Registered agent's signature) (Officer)

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: Daniel T. Phillips

Address: 5424 DeLoache Ave., Dallas, TX 75220

Vice Chairman: _____

Address: _____

Director: Robert Freeman

Address: 28 Corn Hill Drive, Morristown, NJ 07960

Director: Eric Green

Address: 1600 Viceroy Drive, Dallas, TX 75235

B. OFFICERS

President: Eric Green

Address: 1600 Viceroy, Dallas, TX 75235

Vice President: Lee Reddin

Address: 1600 Viceroy, Dallas, TX 75235

Secretary: Lee Reddin

Address: 1600 Viceroy, Dallas, TX 75235

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Treasurer: Ted Wiedemann

Address: 1600 Viceroy, Dallas, TX 75235

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. Lee Reddin, Sr. VP/Secretary

(Typed or printed name and capacity of person signing application)

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State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 23rd day of August, 19 79,

WESTERN INTERSTATE BANCORP

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

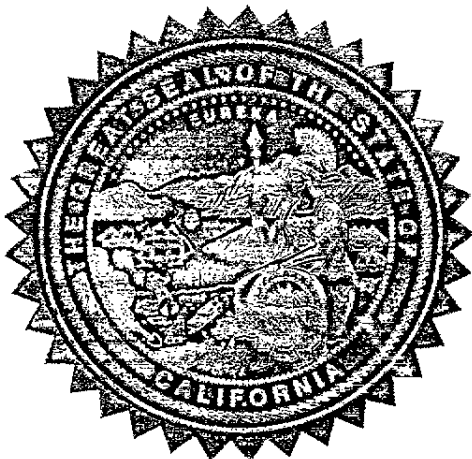
That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

April 8, 1999



Bill Jones

Secretary of State