

CT CORPORATION SYSTEM

CORPORATION(S) NAME

MO1000000950

Washington Mutual Finance Asset Holdings, LLC

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400004081864--8

-04/27/01--01001--008

***160.00 ***160.00

Profit

Amendment

Merger

Nonprofit

Dissolution/Withdrawal

Mark

Foreign

Reinstatement

Limited Partnership

Annual Report

Other

LLC

Name Registration

Change of RA

Fictitious Name

UCC

Certified Copy

Photocopies

CUS

Call When Ready

Call If Problem

After 4:30

Walk In

Will Wait

Pick Up

Mail Out

RECEIVED
STATE
APR 26 2001
NOT RECORDED
TO AG KNOWLEDGE
SUFFICIENCY OFFICER

4/26/01

Order#: 4164502

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 26 PM 12:11

APPROVED
AND
FILED

Availability _____

Document _____

Examiner _____

Updater _____

Verifier _____

W.P. Verifier _____

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W01 0503

Ref#: _____

Amount: \$ _____

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42101



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2001

CT CORPORATION SYSTEM

SUBJECT: WASHINGTON MUTUAL FINANCE ASSET HOLDINGS, LLC
Ref. Number: W01000009503

We have received your document for WASHINGTON MUTUAL FINANCE ASSET HOLDINGS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is a valid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

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 (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 901A00024807

APPROVE
AND
FILED
01 APR 26 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. WASHINGTON MUTUAL FINANCE ASSET HOLDINGS, LLC
(Name of foreign limited liability company)

2. DELAWARE 3. 59-3707423
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Febraury 27, 2001 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Anticipated to begin transacting business in Florida as of May 1, 2001
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 8900 Grand Oak Circle, Tampa, Florida 33637-1050
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

WASHINGTON MUTUAL FINANCE CORPORATION, a Delaware corporation, single member

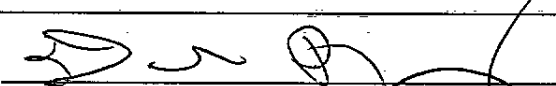
8900 Grand Oak Circle, Tampa, Florida 33637-1050

01 APR 26 PM 12:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 APPROVED
 AND
 FILED

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____

Holder of a limited partnership interest in a Texas limited partnership.



 Signature of a member or an authorized representative of a member.
 (In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
 Daniel P. Leary, appointed Vice President for limited liability company

 Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

WASHINGTON MUTUAL FINANCE ASSET HOLDINGS, LLC

2. The name and the Florida street address of the registered agent and office are:

CT CORPORATION SYSTEM

(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation

33324

FL

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

PETER F. SOUZA
ASSISTANT SECRETARY

(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

01 APR 26 PM 12: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State of Delaware

PAGE 1

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WASHINGTON MUTUAL FINANCE ASSET HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF APRIL, A.D. 2001.

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

01 APR 26 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3362159 8300

AUTHENTICATION: 1102590

010202534

DATE: 04-26-01