

W Y N W O O D



May 2, 1998
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Florida Department of State
Division of Corporations
409 East Gaines Street
PO Box 6327
Tallahassee, FL 32314

600002535576-3
-05/26/98-01111-005
****285.00 ****285.00

Re: Application by Foreign Limited Liability Company for Authorization to Transact
Business in Florida
Wynwood Servicing and Technology LLC

Dear Sir or Madam:

Enclosed on behalf of Wynwood Servicing and Technology LLC find:

1. Duplicate originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida;
2. Duplicate originals of Affidavit of Membership and Contributions of Foreign Limited Liability Company;
3. Duplicate originals of Certificate of Designation of Registered Agent/Registered Office;
4. Original and one copy of Certificate of Existence dated 5/13/98, issued by the State of Delaware; and
5. Our \$285.00 check to cover the applicable fees.

We look forward to doing business in Florida. Please direct any correspondence or acknowledgment to:

Gloria Greeley
Wynwood
PO Box 2236
Tacoma, WA 98401

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TALLAHASSEE, FLORIDA

Should you have any questions or need additional information, kindly call me at (253) 620-7078.

Name	5/27/98
Availability	Very truly yours, DCC
Document Examiner	<i>Gloria Greeley</i>
Updater	Gloria J. Greeley Legal Affairs Coordinator
Updater Verifier	ms/encs.
Acknowledgement	DCC
W. P. Verifier	DCC

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WYNWOOD

**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. Wynwood Servicing and Technology LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if no so contained in the name at present.)
2. Delaware 3. 13-3897606
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. February 3, 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817 F.S.))
7. 1001 Pacific Avenue, Suite 200
Tacoma, WA 98402
(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Eric B. Freeman</u> <u>335 Madison Avenue, 26th Fl</u> <u>New York, NY 10017</u>	<u>MGR</u>	<u>Robert L. Weinstein</u> <u>335 Madison Avenue, 26th Fl</u> <u>New York, NY 10017</u>	<u>MGR</u>
<u>Greg Sheldon</u> <u>1001 Pacific Avenue, Suite 200</u> <u>Tacoma, WA 98402</u>	<u>MGR</u>	<u>Bruce J. Williams</u> <u>335 Madison Avenue, 26th Fl</u> <u>New York, NY 10017</u>	<u>MGR</u>
<u>William R. Stevens</u> <u>1001 Pacific Avenue, Suite 200</u> <u>Tacoma, WA 98402</u>	<u>MGR</u>		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____
Wynwood Servicing and Technology LLC _____ certifies:

- 1) the above named limited liability company has at least ^{one}~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is _____;
- 3) if any, the agreed value of property other than cash contributed by member(s) is _____;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is _____;
(This total includes amounts from 2 and 3 above.)

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Credit-Based Asset Servicing and Securitization LLC

By Robert L. Weinstein

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Robert L. Weinstein

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Wynwood Servicing and Technology LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

City/State/Zip

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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.

Corporation Service Company

By: _____

Kimberly Quisenberry
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WYNWOOD SERVICING AND TECHNOLOGY 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 THIRTEENTH DAY OF MAY, A.D. 1998.

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



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98 MAY 26 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

AUTHENTICATION:

DATE: