

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 120417



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Credit Suisse First Boston Financial Corporation *file 95014 1/2 consent attached*

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 8/7/2000 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 Centerville Rd., Suite 400, Wilmington, DE 19808, County of New Castle

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Corporation Service Company
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Residential loan origination

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached officers/directors rider</u>	<u></u>
Director	<u></u>	<u></u>
President	<u></u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

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By [Signature]
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9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	common Stock	None	\$.10 per share

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common Stock	None	\$.10 per share

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 500,000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2.5 billion.

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 8 million.

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .32 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 8/23/01

Credit Suisse First Boston Financial Corporation
 Print Exact Name of Corporation Making Application

By [Signature]
 President or Vice President (check one)

By [Signature] AND
 Secretary or Assistant Secretary (check one)

STATE OF NEW JERSEY
 COUNTY OF OCEAN

In _____, on this 23rd day of August, 2001, personally appeared before me Jeffrey Dotwiler and Teresa Farley who, being by me first duly sworn, declared that he/she is the President and Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: June 12, 2006

RIDER

CREDIT SUISSE FIRST BOSTON FINANCIAL CORPORATION

Officers and Directors

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Wes Higgins	Director	11 Madison Avenue New York, NY 10010
Carlos Onis	Director	11 Madison Avenue New York, NY 10010
Jeffrey S. Detwiler	Director & President	302 Carnegie Ctr., 2 nd Fl. Princeton, NJ 08540
Richard D. Winter	Director & Senior Vice President	11 Madison Avenue New York, NY 10010
Daniel W. Thompson	Director & Executive Vice President & Treasurer	302 Carnegie Ctr., 2 nd Fl. Princeton, NJ 08540
Teresa R. Farley	Director & Executive Vice President & Secretary	302 Carnegie Ctr., 2 nd Fl. Princeton, NJ 08540
Alexander E. Hamilton	Director & Executive Vice President	302 Carnegie Ctr., 2 nd Fl. Princeton, NJ 08540
Keith Marvel	Vice President	302 Carnegie Ctr., 2 nd Fl. Princeton, NJ 08540

September 17, 2001

Office of the Secretary of State
Statehouse Room 217
Providence, RI 02903

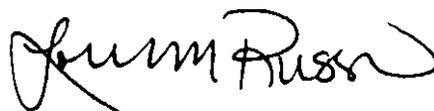
Re: Credit Suisse First Boston Financial Corporation

Dear Sir or Madam:

I, Lori M. Russo, Secretary of Credit Suisse First Boston Mortgage Capital LLC, hereby consent to the use of the name Credit Suisse First Boston Financial Corporation by that corporation in the State of Rhode Island.

Thank you.

Sincerely,



Lori M. Russo
Secretary

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CREDIT SUISSE FIRST BOSTON FINANCIAL CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SEVENTH DAY OF AUGUST, A.D. 2000, AT 3:15 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DLJ CAPITAL SERVICES, INC." TO "CREDIT SUISSE FIRST BOSTON FINANCIAL CORPORATION", FILED THE SEVENTEENTH DAY OF APRIL, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTH DAY OF MAY, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1251195

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DATE: 07-19-01