

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

ID Number: 119430



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 Wells Fargo Financial Massachusetts 1, Inc. *OK w/ attached documents*

2. It is incorporated under the laws of Massachusetts

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 11/5/90 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 700 Boston Road, Store #4, Towne Shopping Center, Billerica, MA 01821

6. The address of its proposed registered office in Rhode Island is 1160 Post Road
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is Wells Fargo Financial Rhode Island, Inc.
(Name of Agent)

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

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>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED
JUL 16 2001
BY [Signature] 267927

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common	n/a	\$100

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
10	common	n/a	\$100

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1000.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 100.

(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 10%. [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 \$ 5,000.

(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 \$ 100.

(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 2% [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: July 10, 2001

Wells Fargo Financial Massachusetts 1, Inc.

Print Exact Name of Corporation Making Application

By [Signature]

President or Vice President (check one)

By Faye L. Kung AND [Signature]

Secretary or Assistant Secretary (check one)

STATE OF Iowa
COUNTY OF Polk

In Des Moines, Iowa, on this 10th day of July, 2001, personally appeared before me Steve R. Wagner who, being by me first duly sworn, declared that he/she is the President 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.



Michelle Farmer
Notary Public
My Commission Expires: _____

Steve R. Wagner – President/Director	206 8 th St., Des Moines, IA 50309
Dean R. Anderson – Vice President	206 8 th St., Des Moines, IA 50309
David A. Fisher – Vice President	206 8 th St., Des Moines, IA 50309
Wyetta Hammer – Vice President	206 8 th St., Des Moines, IA 50309
Paul W. Jones – Vice President	206 8 th St., Des Moines, IA 50309
Bruce A. Miller – Vice President	206 8 th St., Des Moines, IA 50309
Gary M. Poetting – Vice President/Director	206 8 th St., Des Moines, IA 50309
Reed W. Ramsay – Vice President	206 8 th St., Des Moines, IA 50309
Doug Seeley – Vice President	206 8 th St., Des Moines, IA 50309
Michael J. Matera – Treasurer	206 8 th St., Des Moines, IA 50309
James A. Horton – Assistant Treasurer – Tax	Wells Fargo Center, 6 th & Marquette, Minneapolis, MN 55479
John M. Lande – Assistant Treasurer – Tax	Wells Fargo Center, 6 th & Marquette, Minneapolis, MN 55479
Faye L. Kunz – Secretary/Director	206 8 th St., Des Moines, IA 50309
Shellee R. Van Hove – Assistant Secretary	206 8 th St., Des Moines, IA 50309

CONSENT TO USE OF NAME

I, Faye L. Kunz, Secretary of the corporations listed below, hereby certify that each of the listed corporations gives its consent to Wells Fargo Financial Massachusetts 1, Inc. to use the name "Wells Fargo Financial Massachusetts 1, Inc." in the state of Rhode Island.

Wells Fargo Financial Acceptance Rhode Island, Inc.

Wells Fargo Financial Leasing, Inc.

Wells Fargo Financial Retail Credit, Inc.

Wells Fargo Financial Rhode Island, Inc

By Faye L. Kunz
Faye L. Kunz, Secretary

190 30665

12535

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in
the amount of \$ 100 having been paid, said articles are deemed
to have been filed with me this 30th day of June
2000

Effective date: _____

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

A TRUE COPY ATTEST
William Francis Galvin
WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH
DATE 7/21/01 CLERK MPF

REGISTRATION DIVISION
JUN 30 PM 3:34

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Corporation Service Company
84 State Street
Boston, MA 02109