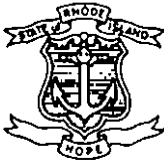


Filing and License Fee: \$310.00 minimum

ID Number: 140062



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

RECEIVED
STATE
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 10 1 00 PM '04

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 Long Beach Acceptance Receivables Corp. Warehouse I (w) 84652 11354 131205
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 February 21, 2003 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 9 E. Loockerman Street, Suite 1B, Dover, DE 19901
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, R.I. 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is National Registered Agents, Inc.
(Name of Agent)

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

Set forth in attached Addendum 7

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

	<u>Name</u>	<u>Address</u>
Director	<u>Stephen W. Prough</u>	<u>500 N. State College Blvd., Orange, CA 92868</u>
Director	<u>John Grazer</u>	<u>1100 Town & Country Rd., Orange, CA 92868</u>
President	<u>Stephen W. Prough</u>	<u>500 N. State College Blvd., Orange, CA 92868</u>
Vice President	<u>Michael J. Pankey</u>	<u>One Mack Centre Drive, Paramus, NJ 07652</u>
Treasurer	<u>Michael J. Pankey</u>	<u>One Mack Centre Drive, Paramus, NJ 07652</u>
Secretary	<u>George S. Ginsberg</u>	<u>One Mack Centre Drive, Paramus, NJ 07652</u>

MAY 10 2004

By [Signature] 030734

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>
<u>100</u>	<u>Common</u>	<u>--</u>	<u>\$0.01</u>

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>
<u>100</u>	<u>Common</u>	<u>--</u>	<u>\$0.01</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 100,000.00
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.00
- (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 0.05 %. [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
\$ 200,000,000.00
- (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 \$ 100,000.00
- (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 0.05 % [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: April 30, 2004

Long Beach Acceptance Receivables Corp. Warehouse T.

Print Exact Name of Corporation Making Application

By Michael J. Pankey
☐ President or ☒ Senior Vice President (check one)

AND
 By Gyenne Portier
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF NEW JERSEY
 COUNTY OF BERGEN

In Paramus, NJ, on this 30th day of April, 2004, before me personally appeared Michael J. Pankey who, being duly sworn, declared that he/she is the Sr. Vice President & CFO of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Allen Z. Pruvide
 Notary Public
 My Commission Expires: 11-18-07

LONG BEACH ACCEPTANCE RECEIVABLES CORP. WAREHOUSE I

SCHEDULE 7

TO

APPLICATION FOR CERTIFICATE OF AUTHORITY

(a) to acquire, own, hold, sell, transfer, pledge, finance, refinance or otherwise deal with motor vehicle retail installment sale contracts or other loans secured by new or used motor vehicles ("Receivables") and the collateral securing Receivables, including, without limitation, security interests in the motor vehicles financed thereby, proceeds from claims on insurance policies related thereto, and any proceeds or further rights associated with any of the foregoing;

(b) to act as settlor or depositor of trusts formed under a trust agreement, pooling and servicing agreement or other agreement to issue one or more series (any of which series may be issued in one or more classes) of trust certificates ("Certificates") representing interests in Receivables and/or to other property related to Receivables and/or issue pursuant to an indenture or other agreement one or more series (any of which series may be issued in one or more classes) of bonds, notes or other evidences of indebtedness ("Debt Obligations") collateralized by Receivables and/or other property related to Receivables and to enter into any other agreement in connection with the authorization, issuance, sale and delivery of Certificates and/or Debt Obligations (collectively, "Securities");

(c) to hold, pledge, transfer or otherwise deal with Securities;

(d) to acquire, hold, invest, pledge and transfer amounts received in connection with a transaction described in clauses (a) through (c) above;

(e) to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the General Corporation Law of the State of Delaware that are incidental to and necessary, suitable or convenient for the accomplishment of the purposes specified in clauses (a) through (d) above

CONSENTS TO USE OF NAME

Long Beach Acceptance Corp., a corporation organized under the laws of the State of Delaware, hereby grants its consent to its subsidiary, Long Beach Acceptance Receivables Corp. Warehouse I, to file with the Rhode Island Secretary of State an Application for Certificate of Authority and to use the name "Long Beach Acceptance Receivables Corp. Warehouse I" in the conduct of its business in Rhode Island.

Dated: April 30, 2004

LONG BEACH ACCEPTANCE CORP.

By: 

Michael J. Pankey

Title: Senior Vice President and Chief Financial Officer

Long Beach Acceptance Receivables Corp. and Long Beach Acceptance Receivables Corp. II, corporations organized under the laws of the State of Delaware, hereby grant their consent to their affiliate, Long Beach Acceptance Receivables Corp. Warehouse I, to file with the Rhode Island Secretary of State an Application for Certificate of Authority and to use the name "Long Beach Acceptance Receivables Corp. Warehouse I" in the conduct of its business in Rhode Island.

Dated: April 30, 2004

LONG BEACH ACCEPTANCE RECEIVABLES CORP.

By: 

Michael J. Pankey

Title: Senior Vice President and Chief Financial Officer

Dated: April 30, 2004

LONG BEACH ACCEPTANCE RECEIVABLES CORP. II

By: 

Michael J. Pankey

Title: Senior Vice President and Chief Financial Officer

Delaware

PAGE 1

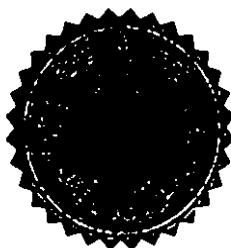
The First State

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 "LONG BEACH ACCEPTANCE RECEIVABLES CORP. WAREHOUSE I" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2003, AT 5:15 O'CLOCK P.M.

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



3628261 8100H

040328669

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3093358

DATE: 05-05-04

CERTIFICATE OF INCORPORATION

OF

LONG BEACH ACCEPTANCE RECEIVABLES CORP. WAREHOUSE I

Article I. Name. The name of the Corporation is Long Beach Acceptance Receivables Corp. Warehouse I (the "Corporation").

Article II. Registered Office. The address of the Corporation's registered office in the State of Delaware is 8 East Lookerman Street, Suite 1 B, in the City of Dover, County of Kent. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

Article III. Purpose. The nature of the business to be conducted or promoted by the Corporation is to engage exclusively in the following business and financial activities:

(a) to acquire, own, hold, sell, transfer, pledge, finance, refinance or otherwise deal with motor vehicle retail installment sale contracts or other loans secured by new or used motor vehicles ("Receivables") and the collateral securing Receivables, including, without limitation, security interests in the motor vehicles financed thereby, proceeds from claims on insurance policies related thereto, and any proceeds or further rights associated with any of the foregoing;

(b) to act as settlor or depositor of trusts formed under a trust agreement, pooling and servicing agreement or other agreement to issue one or more series (any of which series may be issued in one or more classes) of trust certificates ("Certificates") representing interests in Receivables and/or to other property related to Receivables and/or issue pursuant to an indenture or other agreement one or more series (any of which series may be issued in one or more classes) of bonds, notes or other evidences of indebtedness ("Debt Obligations") collateralized by Receivables and/or other property related to Receivables and to enter into any other agreement in connection with the authorization, issuance, sale and delivery of Certificates and/or Debt Obligations (collectively, "Securities");

(c) to hold, pledge, transfer or otherwise deal with Securities;

(d) to acquire, hold, invest, pledge and transfer amounts received in connection with a transaction described in clauses (a) through (c) above;

(e) to engage in any lawful act or activity and to exercise any powers permitted to corporations organized under the General Corporation Law of the State of Delaware that are incidental to and necessary, suitable or convenient for the accomplishment of the purposes specified in clauses (a) through (d) above.

Article IV. Duration. The corporation is to have perpetual existence.

Article V. Number of Shares. The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, par value of \$0.01 per share.