State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY

OF

MORTGAGEIT, INC.

File Number C 129447

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the Application for such Certificate.

Dated: June 25, 1999



Pet M Ceneruse SECRETARY OF STATE

By Comanda Jul

	APPLICATION FOR CERTIFICAT (Instructions on Back)					
	the Secretary of State of Idaho: The undersigned Corporation applies for a Certificate of Ar	Sc 2, 100				
1.	The name of the corporation is MortgageIT, Inc.					
		TOAHOTE				
2.	The name which it shall use in Idaho is					
3.	It is incorporated under the laws of New York					
4.	Its date of incorporation is February 22, 1999					
5.	The address of its principal office is 120 West 45th Street, New York, NY 10036					
6.	The address to which correspondence should be addressed, if different from item 5, is					
7.	The state of the registration of the state o					
	, and its registered agent in Idaho a	t that address is Record Search &				
8.	Information Services, Inc. 'The names and respective business addresses of its directors and officers are:					
	Name Office	Address				
	SEE ATTACHED RIDER	, iddiodo				
	Dated: May 24, 1999					
	Dated: May 24, 1999 MortgageIT, Inc.	Customer Acct #:				
		(if using pre-INNIA) CASECRETARY OF STATE				
	MortgageIT, Inc. (Corporation name)	(if using pre INNIO SECRETARY OF STATE				
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	MortgageIT, Inc. (Corporation name)	(if using pre-INHIO SECRETARY OF STATE 6 Secretary 1999 USE Only 6 CK: 9828 CT: 19577 BH: 229873 1 8 188.86 = 188.80 AUTH PRO # 2				

RIDER FOR MortgageIT, Inc.

MortgageIT, Inc. A New York Corp. (2/22/99)

Name Individuals	Office	Director	Residence Address	Work Address
Mark C Pappas	Pres.	Yes	719 Greenwich Street	120 W. 45th Street, 15th FI
Doug W. Naidus, CEO	Sec	Yes	New York, NY 10024 225 West 83 Street	New York, NY 10036 120 W. 45th Street, 2nd Fl
 Drew Van Glahn	NO	Yes	New York, NY 10014 135 Crest Road	New York, NY 10036 55 E. 52nd St., 35th Ft
Cond A. Connellin			Ridgewood, NJ 07450	New York, NY 10055
Fred A. Assenheimer	NO	Yes	5 Indian Lane Florham Park, NJ 07932	55 E 52nd St , 35th FI New York, NY 10055
Philip Kukafka	Treas.	МО	49 Eileen Ave.	120 W. 45th Street, 15th FI
Michael Feldman	NO	NO	Plainview, NY 11803 4 Park Ave, #14H	New York, NY 10036 120 W. 45th Street, 15th FI
			New York, NY 10016	New York, NY 10036 New York, NY 10036

State of New York Department of State

I hereby certify, that the certificate of incorporation of MORTGAGEIT, INC. was filed on 02/22/1999, under the name of MIT DOT COM, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

Restated Certificate was filed on 05/07/1999.

A Certificate of Amendment MIT DOT COM, INC., changing name to MORTGAGEIT, INC., was filed 06/15/1999.

I further certify, that no other certificates have been filed by such corporation.

TATMENT OF

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Witness my hand and the official seal of the Department of State at the City of Albany, this 16th day of June one thousand nine hundred and ninety-nine.

Special Deputy Secretary of State

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