



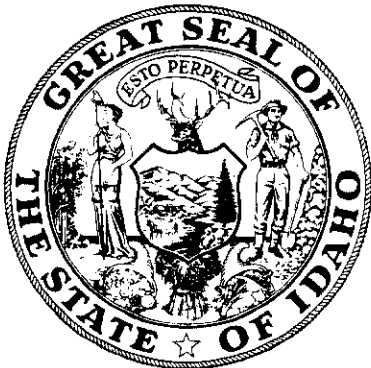
CERTIFICATE OF AUTHORITY
OF

COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC. to transact business in this State under the name COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 4, 1936**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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SEC. OF STATE

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1. The name of the corporation is COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

2. The name which it shall use in Idaho is COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of California

4. The date of its incorporation is August 3, 1967 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 28 Executive Park, #200, Irvine, CA 92714

6. The address to which correspondence should be addressed, if different from that in item 5.

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Mortgage Banking

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Jack N. Grigsby	Director	28 Executive Park, #200, Irvine, CA 92714
Joe F. Hanauer	Director	4000 MacArthur Boulevard, Newport Beach, CA 92630
Robert E. Morgan	Director	4000 MacArthur Boulevard, Newport Beach, CA 92630
Jack N. Grigsby	President	28 Executive Park, #200, Irvine, CA 92714
Dennis R. Hall	Senior Vice President	28 Executive Park, #200, Irvine, CA 92714
Frederick Piazza	Senior Vice President	28 Executive Park, #200, Irvine, CA 92714

(continued on reverse)

Name	Office	Address
A. Janet Deats	First Vice President	28 Executive Park, #200, Irvine, CA 92714
Christopher Hurley	First Vice President	28 Executive Park, #200, Irvine, CA 92714
Marla J. Johnson	Vice President	28 Executive Park, #200, Irvine, CA 92714
Betty Kranig	Vice President	28 Executive Park, #200, Irvine, CA 92714
Stanley M. Gordon	Secretary	4000 MacArthur Boulevard, Newport Beach, CA
Diana K. Bullard	Assistant Secretary	92630

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: OCTOBER 27, 1986

COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

(Corporation Name)

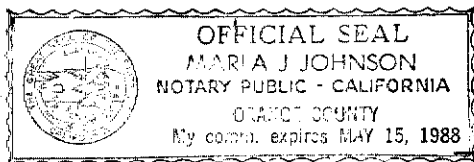
By [Signature]
Jack N. Grigsby, Its President/Vice President (please specify)

and Diana K. Bullard
Diana K. Bullard, Its Secretary/Assistant Secretary (please specify)

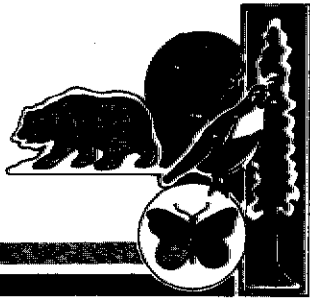
STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

I, MARLA J. JOHNSON, a notary public, do hereby certify that on this 27th day of OCTOBER, 19 86, personally appeared before me Diana K. Bullard, who being by me first duly sworn, declared that (s)he is the Assistant Secretary of COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

that (s)he signed the foregoing document as Assistant Secretary of the corporation and that the statements therein contained are true.



Marla J. Johnson
Notary Public



State of California

OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF STATUS
DOMESTIC CORPORATION

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SEC. OF STATE
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I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 3rd day of August, 19 67,

COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
4th day of November, 1986

March Fong Eu

Secretary of State

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SECRETARY OF STATE

CONSENT TO USE OF NAME

COLDWELL BANKER COMMERCIAL GROUP, INC., a corporation
organized under the laws of the State of Delaware, hereby consents to
the ~~organization~~ qualification of COLDWELL BANKER RESIDENTIAL
MORTGAGE SERVICES, INC.
in the State of Idaho.

IN WITNESS WHEREOF, the said COLDWELL BANKER COMMERCIAL
GROUP, INC.

_____ has caused this consent to be executed by its _____ president
and attested under its corporate seal by its ASST. secretary, this 25th day of
November 1986.

COLDWELL BANKER COMMERCIAL GROUP, INC.

By _____

President

Attest:

Ralph W. Miller
Assistant Secretary

*(SEAL)