

State of Idaho

Office of the Secretary of State

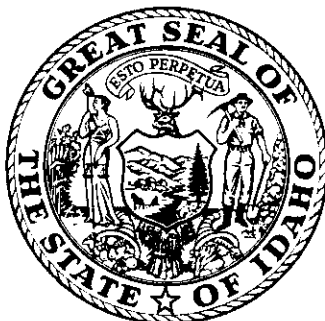
**CERTIFICATE OF AUTHORITY
OF
VMP MORTGAGE SOLUTIONS, INC.**

File Number C 157176

I, BEN YSURSA, 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: 3 November 2004



Ben Yursa
SECRETARY OF STATE

By *Kristin W.*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) FILED EFFECTIVE

(Instructions on Back of Application)

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The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

VMP Mortgage Solutions, Inc.

SECRETARY OF STATE
STATE OF IDAHO

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of: Michigan

4. Its date of incorporation is: 09/01/19 66

5. The address of its principal office is:

18050 15 Mile Rd, Fraser, MI 48026

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

2700 Lake Road Riverwoods, IL 60015

7. The street address of its registered office in Idaho is: c/o C T Corporation System, 300 North 6th Street, Boise, ID 83702

and its registered agent in Idaho at that address is: C T Corporation System

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

| Name | Office | Address |
|-------------------------------|----------------------------------|---|
| <u>Robert E. White, Jr</u> | <u>President/Director</u> | <u>6815 Saukview Drive, St. Cloud, MN 56303</u> |
| <u>Christopher Cartwright</u> | <u>Director</u> | <u>111 Eighth Ave. 13th floor, New York, NY 10011</u> |
| <u>Dale C. Gordon</u> | <u>VP and Asst. Sec</u> | <u>2700 Lake Cook Road, Riverwoods, IL 60015</u> |
| <u>Bruce C. Lenz</u> | <u>VP and Secretary</u> | <u>2700 Lake Cook Road, Riverwoods, IL 60015</u> |
| <u>Peter F. Healy</u> | <u>VP, Asst. Treas, Asst Sec</u> | <u>2700 Lake Cook Road, Riverwoods, IL 60015</u> |

Dated: 10-28-04

Signature: [Signature]

Typed Name: Dale C. Gordon

Capacity: Vice President

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

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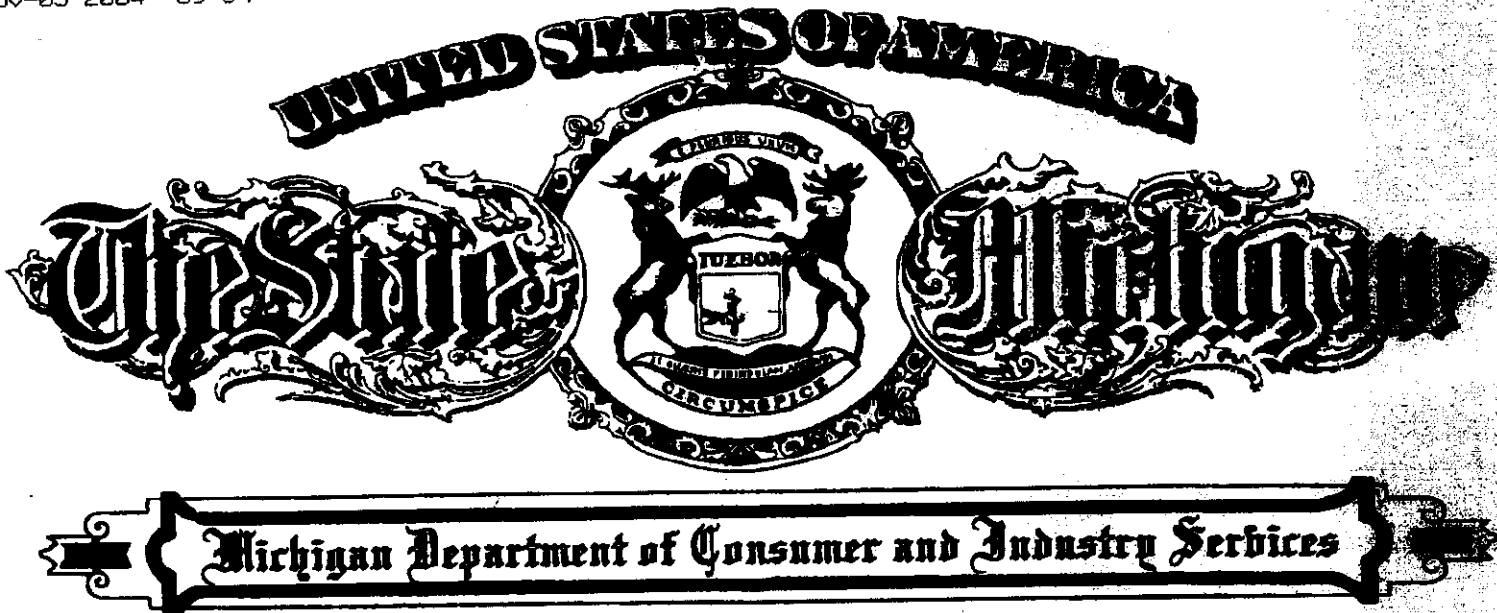
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To-EBERLE BERLIN

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Lansing, Michigan

This is to Certify That

VMP MORTGAGE SOLUTIONS, INC.

was validly incorporated on September 1, 1966, as a Michigan profit corporation, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 27th day of October, 2004.

 , Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

TOTAL P.04