



Department of State.

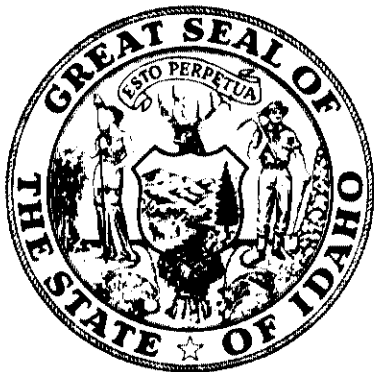
**CERTIFICATE OF REGISTRATION
OF**

COMMONWEALTH MORTGAGE COMPANY OF AMERICA, L.P., LIMITED PARTNERSHIP.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COMMONWEALTH MORTGAGE COMPANY OF AMERICA, L.P., LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Registration to COMMONWEALTH MORTGAGE COMPANY OF AMERICA, L.P., LIMITED PARTNERSHIP to transact business in this State under the name COMMONWEALTH MORTGAGE COMPANY OF AMERICA, L.P., LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **September 10, 1986**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

SEP 10 10 17 AM '86

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Commonwealth Mortgage Company of America, L.P.
2. The name which it shall use in Idaho is Commonwealth Mortgage Company of America, L.P.,
Limited Partnership
3. It is organized under the laws of Delaware
4. The date of its formation is 8/8/86
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 4600 New Linden Hill Rd., Ste. 101, Brownstone Plaza, Wilmington,
Delaware, 19808
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:
to originate, purchase, sell and service mortgage loans and engage in any
other activities relating to the mortgage banking business
8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

Name	General or Limited	Address
Commonwealth Mortgage Company of America	general	2223 West Loop South, Houston, TX 77027
Commonwealth Mortgage Company, L.P.	limited	2223 West Loop South, Houston, TX 77027
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated September 4, 19 86.

Commonwealth Mortgage Company of America, L.P.
BY: Commonwealth Mortgage Corporation of America, sole
General Partner

By: John J. Eikenburg, Secretary
Authorized Officer
~~General Partner~~

STATE OF Texas)

COUNTY OF Harris) ss:

I, Barbara L. Merryman, a notary public, do hereby certify that on this
4th day of September, 19 86, personally appeared
before me John J. Eikenburg, who being by me first duly sworn,
an officer of
declared that he is a general partner of Commonwealth Mortgage Company of America, L.P.

an officer of
that he signed the foregoing document as a general partner of the limited partnership and that the state-
ments therein contained are true.

Barbara L. Merryman
Notary Public

BARBARA L. MERRYMAN
Notary Public in and for Harris County, Texas
My Commission Expires July 20, 1989

SEP 10 10 17 AM '86
RECEIVED

September 2, 1986

Mr. John F. Rhem, Jr.
Eikenburg & Stiles
1600 First City National Bank Bldg.
Houston, Texas 77002

Re: Commonwealth Mortgage Company of America, L.P.

Dear Mr. Rhem:

On behalf of Commonwealth Mortgage Corporation of America, I hereby unequivocally consent to your use of the name Commonwealth Mortgage Company of America, L.P., Commonwealth Mortgage Company of America, L.P., Limited Partnership or Commonwealth Mortgage Company of America, L.P., Ltd., (the "Partnership"), for purposes of qualifying the Partnership to do business in any state of the United States of America.

Sincerely,

COMMONWEALTH MORTGAGE CORPORATION
OF AMERICA

By: 
John J. Eikenburg, Secretary

LET4/zj



Sep 10 10 17 AM '86

State of DELAWARE

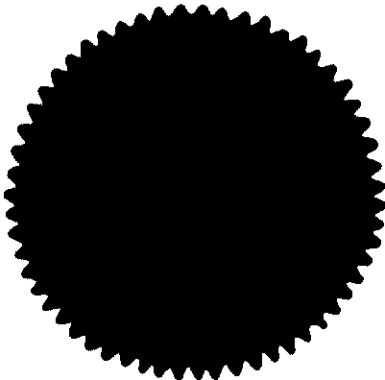
Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the Certificate of Limited Partnership of the "COMMONWEALTH
OPERATING COMPANY OF AMERICA, L.P.", was received and filed in this office the eighth
day of August, A.D. 1986, at 10 o'clock A.M.

And I do hereby further certify that the said "COMMONWEALTH OPERATING COMPANY OF
AMERICA, L.P.", filed a Restated Certificate of Incorporation, changing its title to
"Commonwealth Mortgage Company of America, L.P.", on the twenty-eighth day of August,
A.D. 1986, at 10:01 o'clock A.M.

And I do hereby further certify that the aforesaid Limited Partnership is duly
formed under the laws of the State of Delaware and is in good standing and has a legal
existence so far as the records of this office show and is duly authorized to transact
business.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eighth *day*
of September *in the year of our Lord*
one thousand nine hundred and eighty-six.



Michael Harkins
Michael Harkins, Secretary of State