

State of Idaho

Office of the Secretary of State

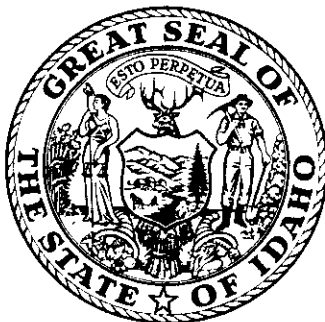
**CERTIFICATE OF AUTHORITY
OF
E*TRADE MORTGAGE CORPORATION**

File Number C 156948

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: 21 October 2004



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

OCT 21 PM 12:19

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

STATE OF IDAHO

1. The name of the corporation is:

E*TRADE Mortgage Corporation

2. The name which it shall use in Idaho is: E*TRADE Mortgage Corporation

3. It is incorporated under the laws of: Virginia

4. Its date of incorporation is: January 5, 2001

5. The address of its principal office is:

3353 Michelson Drive, Irvine, California 92612

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

Cindy Bock, 4500 Bohannon Drive, Menlo Park, California 94025

7. The street address of its registered office in Idaho is: 1401 Shoreline Drive, Suite 2, Boise, Idaho 83702

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name

Office

Address

See attached officers/directors rider

Dated: October 13, 2004

Signature: Cynthia Bock

Typed Name: Cynthia Bock

Capacity: Assistant Secretary

Customer Acct # :

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
10/21/2004 05:00
CK: 304434 CT: 1157 BH: 772387
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C156948

ATTACHMENT A

IDAHO APPLICATION FOR CERTIFICATE OF AUTHORITY
Applicant: E*TRADE Mortgage Corporation

Director

NAME	TITLE	BUSINESS ADDRESS
Arlen W. Gelbard	Sole Director	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110

Officers

TITLE	NAME	BUSINESS ADDRESS
President	Arlen W. Gelbard	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Vice President	Matthew Geary	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Treasurer	Matthew Audette	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Secretary	John A. Buchman	Ballston Tower 671 North Glebe Road Arlington, VA 22203-2110
Assistant Secretary	Cynthia Bock	4500 Bohannon Drive Menlo Park, CA 94025

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

E*TRADE Mortgage Corporation is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is January 05, 2001.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
October 15, 2004*

Joel H. Peck
Joel H. Peck, Clerk of the Commission