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State of Idaho

Department of State

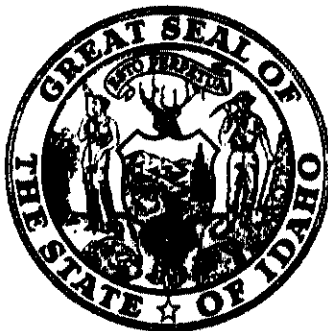
CERTIFICATE OF AUTHORITY OF

NCB PROPERTIES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of NCB PROPERTIES, 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 NCB PROPERTIES, INC. to transact business in this State under the name NCB PROPERTIES, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 21, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Donna Shumway

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:

1. The name of the corporation is NCB Properties, Inc. RECEIVED
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STATE

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

(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 New York

4. The date of its incorporation is December 2, 1963 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

One KeyCorp Plaza, P.O. Box 88, Albany, N.Y. 12201-0088

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:

See Page Attached

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

Name	Office	Address
<u>See Page Attached</u>		

(continued on reverse)

Name

Office

Address

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

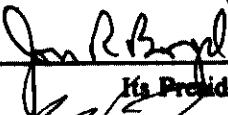
11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: September 24, 1991

NCB Properties, Inc.

(Corporation Name)

By



Its President/Vice President (please specify)

and



Its Secretary/Assistant Secretary (please specify)

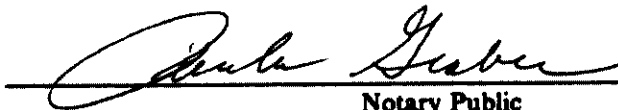
STATE OF Alaska)

) ss:

COUNTY OF Anchorage)

I, PAULA GRABER, a notary public, do hereby certify that on this 24th day of September, 19 91, personally appeared before me Jon R. Boyd, who being by me first duly sworn, declared that (s)he is the President of NCB Properties, Inc.

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


Notary Public

NCB PROPERTIES, INC.
OFFICERS AND DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Address</u>
William F. McMillan, Jr.	Chairman and Director	One KeyCorp Plaza P.O. Box 88 Albany, NY 12201-0088
Jon R. Boyd	President and Chief Executive Officer and Director	101 West Benson Blvd. P.O. Box 100420 Anchorage, AK 99510-0420
Walter V. Ferris	Secretary and Director	One KeyCorp Plaza P.O. Box 88 Albany, NY 12201-0088
Leroy G. Irving	Treasurer, Assistant Secretary and Director	One KeyCorp Plaza P.O. Box 88 Albany, NY 12201-0088
Dean Cook	Vice President and Manager	101 West Benson Blvd. P.O. Box 100420 Anchorage, AK 99510-0420
Patrice O'Connell	Assistant Treasurer	101 West Benson Blvd. P.O. Box 100420 Anchorage, AK 99510-0420
Edward Gillette	Assistant Treasurer	101 West Benson Blvd. P.O. Box 100420 Anchorage, AK 99510-0420
Michael J. Burns	Director	101 West Benson Blvd. P.O. Box 100420 Anchorage, AK 99510-0420
Ralph M. Carestio, Jr.	Director	One KeyCorp Plaza P.O. Box 88 Albany, NY 12201-0088
James P. Menzies	Director	One KeyCorp Plaza P.O. Box 88 Albany, NY 12201-0088

NCB PROPERTIES, INC.

PURPOSES TO BE PURSUED

to own, hold, acquire, buy, sell, rent, mortgage, exchange, convey, manage, operate, and develop real property and associated personal property; to acquire, hold, service, collect, and liquidate loans secured by real property; to restructure such loans, lend money, and engage in loan workout activities.

State of New York }
Department of State } SS:

RECEIVED
SEC. OF STATE

I Hereby Certify, that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of

NCB PROPERTIES, INC.

the certificate of incorporation of which corporation was filed

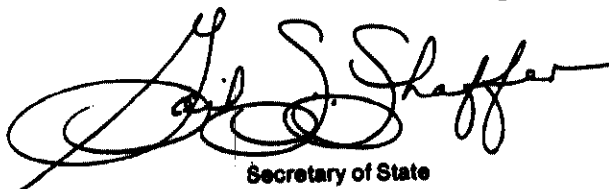
December 2, 1963, with perpetual

duration,

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness

my hand and the official seal of the
Department of State at the City of
Albany, this 10th day
of October one thousand
nine hundred and ninety-one


Secretary of State