

State of Idaho

Department of State

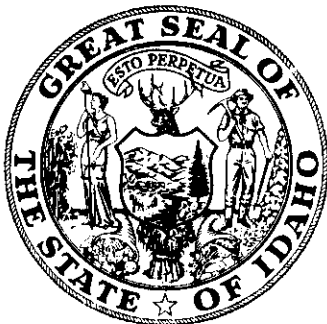
CERTIFICATE OF WITHDRAWAL OF

FIRST INTERSTATE MORTGAGE COMPANY
File Number C 70516

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRST INTERSTATE MORTGAGE COMPANY for a Certificate of Withdrawal from this State, duly executed 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 Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated: August 28, 1997

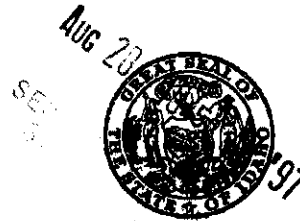


Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application)



To the Secretary of State of Idaho:

Pursuant to Section 30-1-1520, **Idaho Code**, the undersigned Corporation hereby applies for a certificate of withdrawal from the State of Idaho, and for that purpose submits the following statement:

1. The name of the corporation is First Interstate Mortgage Company

The name which it shall use in Idaho is _____

2. It is incorporated under the laws of California

3. It is not transacting business in the State of Idaho.

4. It hereby surrenders its authority to transact business in said state.

5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6, below.

6. The post office address to which process against the corporation may be mailed is 111 Sutter
Street, 16th floor, MAC 1088-165, San Francisco, CA 94163

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in Item 6.

By Robert S. Singly
Robert S. Singly

Its Vice President
(Specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only
IDAHO SECRETARY OF STATE

08/28/1997 09:00
CK: 139015636 CT: 9290 BH: 33776

1 @ 20.00 = 20.00 FOR WITHDR
1 @ 20.00 = 20.00 EXPEDITE C

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