

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY OF

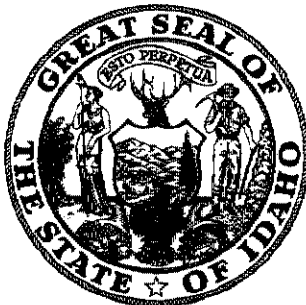
GOLDEN NATIONAL MORTGAGE BANKING CORP.

File number C 131345

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority to transact business in 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 Authority to transact business in this State attach hereto a duplicate of the Application for such Certificate.

Dated: November 30, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

NOV 30 10 48 AM '99

- The name of the corporation is Golden National Mortgage Banking Corp.
- The name which it shall use in Idaho is Golden National Mortgage Banking Corp.
- It is incorporated under the laws of New York
- Its date of incorporation is 3/1/79
- The address of its principal office is One Huntington Quadrangle, 3rd Fl, Center wing, Melville, NY 11747
- The address to which correspondence should be addressed, if different from item 5, is N/A
- The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>David Movtady</u>	<u>President</u>	<u>One Huntington Quadrangle</u>
		<u>3rd Fl, Center wing</u>
		<u>Melville, NY 11747</u>

Dated: 11/9/99Golden National Mortgage Banking Corp.
(Corporation name)By [Signature]Its President
(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

Secretary of State, use only
IDAHO SECRETARY OF STATE11/30/1999 09:00
CK: 22978 CT: 123520 BH: 269736

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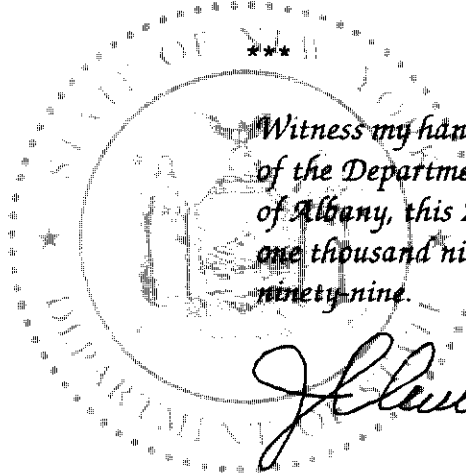
C131345

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of GOLDEN NATIONAL MORTGAGE BANKING CORP. was filed on 03/01/1979, under the name of CITIZENS FUNDING LTD., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment CITIZENS FUNDING LTD., changing name to CITIZENS MORTGAGE BANKING LTD., was filed 05/06/1985.

A Certificate of Amendment CITIZENS MORTGAGE BANKING LTD., changing name to GOLDEN NATIONAL MORTGAGE BANKING CORP., was filed 08/10/1994.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of November
one thousand nine hundred and
ninety-nine.

A handwritten signature in black ink, appearing to read "J. H. Leach", is written over the bottom portion of the official seal.

Special Deputy Secretary of State

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