State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

METROPOLITAN PHOENIX, INC.
File number C 106732

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

Dated: June 21, 1994

SECRETARY OF STATE

By

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)   Jun 21 9 12 AM '94

SECRETARY OF STATE

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 Metropolitan Phoenix, Inc.

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 Washington

4. The date of its incorporation is April 28, 1994 _____ 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

   1520 Fourth Avenue, Seattle, Washington 98101-1648

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 is proposed to pursue in the transaction of business in Idaho are:

   See attached purpose clause

(Continued in reverse)

Submit application and certificate of status to:

   Office of the Secretary of State
   Division of Corporations
   Statehouse, Room 203
   Boise, Idaho 83720

ACA593   File Two Copies along with a Certificate   Fee: $100 if typed with no attachments
            of Corporate Status or Existence $120 if not type or if attachments are included

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

Name	Office	Address
Patrick F. Patrick	President & CEO and Director	1520 Fourth Avenue, Seattle, Washington 98101-1648
Donald E. Wahlquist	Exec. Vice President and Director	1520 Fourth Avenue, Seattle, Washington 98101-1648
Ann R. Christensen	Sr. Vice President, CFO	1520 Fourth Avenue, Seattle, Washington 98101-1648
Ann R. Christensen	Secretary/Treasurer	1520 Fourth Avenue, Seattle, Washington 98101-1648
Dan P. Abercrombie	Sr. Vice President	1520 Fourth Avenue, Seattle, Washington 98101-1648
Allen E. Doan	Director	1520 Fourth Avenue, Seattle, Washington 98101-1648

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: _June 20, 1994_

Metropolitan Phoenix, Inc.
(Corporation Name)

By_____
Patrick F. Patrick Its President/Vice President (please specify)

and_____
Ann R. Christensen Its Secretary/Assistant Secretary (please specify

STATE OF _____Washington_____)
)ss:
COUNTY OF _____King_____)

I, _ROBYN G. REYNOLDS_ , a notary public, do hereby certify that on

this _20th_ day of _June_ , 19 _94_ , personally appeared before

me _Patrick F. Patrick_ , who being by me first duly sworn, declared that (s)he

is the _President_ of _____

Metropolitan Phoenix, Inc.

that (s)he signed the foregoing documents as _President_ of the corporation and that

the statements therein contained are true.

NOTARY PUBLIC
STATE OF WASHINGTON
ROBYN G. REYNOLDS
Appointment Expires July 20, 1996

_____
Notary Public

ACA593
Profit

Purpose Clause of
Metropolitan Phoenix, Inc.

Acquisition and eventual operation of mortgage company. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

STATE of WASHINGTON   SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

METROPOLITAN PHOENIX, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington *and was issued a certificate of* incorporation *in Washington on* April 28, 1994

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: June 16, 1994
Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

_____
Ralph Munro Secretary of State

L. Cramer

ssf 69a