

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

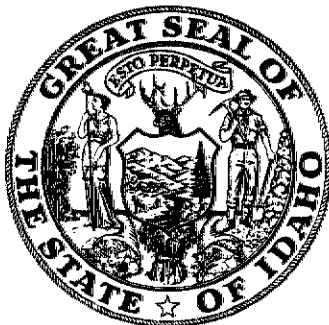
WESPORT MORTGAGE COMPANY

File number C 116308

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: September 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sai Smock*

ARTICLES OF INCORPORATION

OF

WESPORT MORTGAGE COMPANY

SEP 3 4 33 PM '96
SECRET
STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is WESPORT MORTGAGE COMPANY.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 100,000 at a par value of \$1.00.

FIFTH: Provisions denying preemptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as follows: The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated; PROVIDED, HOWEVER, that such limitation shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its stockholders; (b) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law; (c) for liabilities listed under Idaho Code § 30-1-48; or (d) for any transaction from which the director derived an improper personal benefit.

SEVENTH: The address of the initial registered office of the corporation is 8620 W. Emerald, Ste. 165, Boise, Idaho 83704 and the name of its initial registered agent at such address is MELVIN J. BAPTIE.

IDAHO SECRETARY OF STATE
DATE 09/04/1996 0900 22748

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ARTICLES OF INCORPORATION - 1

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EIGHTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME & ADDRESS

MELVIN J. BAPTIE
3108 Ridgeway Drive
Boise, Idaho 83702

KAREN BAPTIE
3108 Ridgeway Drive
Boise, Idaho 83702

REISSE L. PERIN
7721 Settlers Ave.
Boise, Idaho

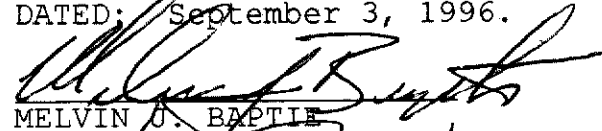
NINTH: The name and address of each incorporator is:

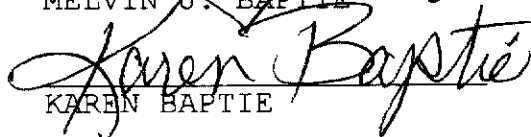
NAME & ADDRESS

MELVIN J. BAPTIE
3108 Ridgeway Drive
Boise, Idaho 83702

KAREN BAPTIE
3108 Ridgeway Drive
Boise, Idaho 83702

DATED: September 3, 1996.


MELVIN J. BAPTIE


KAREN BAPTIE