

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY

OF

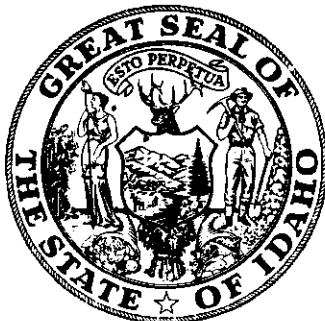
PRISM MORTGAGE COMPANY

File Number C 128763

I PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 and attach hereto a duplicate of the Application for such Certificate.

Dated: May 6, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

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:

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SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is Prism Mortgage Company
2. The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Illinois
4. Its date of incorporation is 6/25/92
5. The address of its principal office is 440 North Orleans, Chicago, IL 60610
6. The address to which correspondence should be addressed, if different from item 5, is _____
Same as item 5
7. The street address of its registered office in Idaho is 815 W. Washington, Boise, ID 83702
_____, and its registered agent in Idaho at that address is Stanley W. Welsh
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Bruce Abrams</u>	<u>CEO & Dir</u>	<u>440 N. Orleans, Chicago, IL 60610</u>
<u>Terry Markus</u>	<u>EVP & Dir</u>	<u>" "</u>
<u>Mark Filler</u>	<u>Pres & Dir</u>	<u>" "</u>
<u>David Fisher</u>	<u>Secretary</u>	<u>" "</u>
<u>Bradley Simon</u>	<u>VP & Genl Counsel</u>	<u>" "</u>

Dated: 5/3/99

(Corporation name)

By

Bradley F. Simon
Bradley F. Simon

Its

Vice President

(specify capacity of signer)

Customer Acct # :

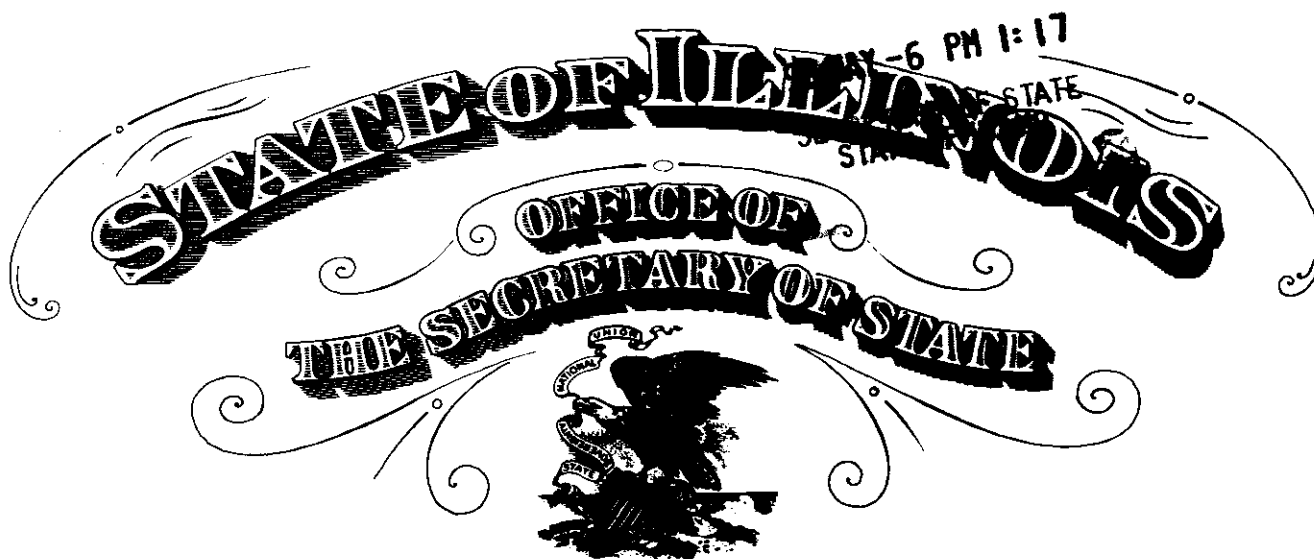
(if using pre-paid account)

IDAHO SECRETARY OF STATE

05/06/1999 09:00
CX: 103150 CT: 115151 DN: 214325

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To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

PRISM MORTGAGE COMPANY, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE JUNE 25, 1992, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I, hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 8TH *day of* MARCH *A.D.* 1999.

Jesse White

SECRETARY OF STATE