

State of Idaho

Office of the Secretary of State

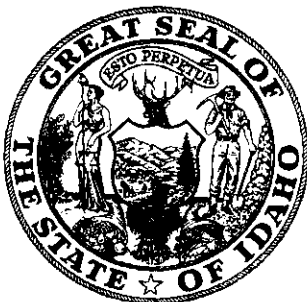
**CERTIFICATE OF AUTHORITY
OF
GUARDHILL FINANCIAL CORP.**

File Number C 146418

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: 27 November 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Bowler*

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

NOV 27 PM 2:06

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

- The name of the corporation is: Guardhill Financial Corp
- The name which it shall use in Idaho is: Guardhill Financial Corp
- It is incorporated under the laws of: New York
- Its date of incorporation is: 6/9/92
- The address of its principal office is: 950 Third Avenue 24th Floor New York, NY 10022
- 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: 300 N. 6th St. Boise, ID 83702
and its registered agent in Idaho at that address is: CF Corporation System

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

Name	Office	Address
<u>Alan Rosenbaum</u>	<u>President</u>	<u>950 Third Ave. 24th Fl. NY, NY 10022</u>
<u>Gloria Sacchi</u>	<u>Sr. Vice President</u>	<u>950 Third Ave 24th Fl. NY, NY 10022</u>
<u>Alan Rosenbaum</u>	<u>Secretary</u>	<u>950 Third Ave. 24th Fl. NY, NY 10022</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 11/26/02
Signature: [Signature]

Typed Name: Alan Rosenbaum
Capacity: President

Customer Acct # : _____
(if using pre-paid account)
Secretary of State use only

Idaho Department of State
Formal Application for Certificate of Authority - Profit Corp
Revised 07/2002

IDAHO SECRETARY OF STATE
11/27/2002 05:00
CK: 15019 CT: 160638 BH: 648500
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3
1 @ 20.00 = 20.00 CORP SUR # 4

C 146418

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of GUARDHILL FINANCIAL CORP. was filed on 06/09/1992, under the name of NEW YORK MORTGAGE RESOURCES CORP. , with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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 NEW YORK MORTGAGE RESOURCES CORP. , changing its name to GUARDHILL FINANCIAL CORP., was filed 01/30/1995.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 21st day of November
two thousand and two.*



Secretary of State