



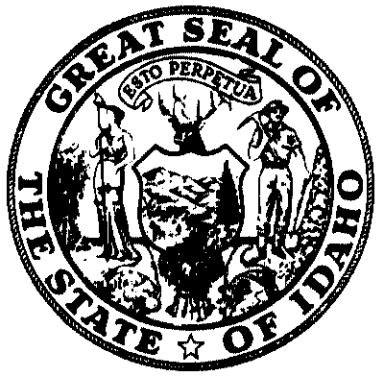
Department of State.

**CERTIFICATE OF AUTHORITY
OF
HAMILTON FINANCIAL CORPORATION**

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

Dated September 16, 1991



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 information:

SEP 16 3 57 PM '91
SECRETARY OF STATE

1. The name of the corporation is HAMILTON FINANCIAL CORPORATION

2. The name which it shall use in Idaho is HAMILTON FINANCIAL CORPORATION

(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 CALIFORNIA

4. The date of its incorporation is JULY 30, 1979 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 525 MARKET ST., 9TH FLOOR, SAN FRANCISCO, CA 94105

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 c/o The Prentice-Hall Corporation System, Inc., 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed

registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: WILL ENGAGE IN MORTGAGE BANKING/MORTGAGE BROKERAGE.

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

Name	Office	Address
<u>PAUL SIEGEL</u>	<u>PRESIDENT</u>	<u>525 MARKET STREET, 9TH FLOOR SAN FRANCISCO, CA 94105</u>
<u>THOMAS M. ROBERTS</u>	<u>SECRETARY</u>	<u>525 MARKET STREET, 9TH FLOOR SAN FRANCISCO, CA 94105</u>
<u>RICHARD F. RANSOM</u>	<u>TREASURER</u>	<u>525 MARKET STREET, 9TH FLOOR SAN FRANCISCO, CA 94105</u>
<u>WILLIAM KIRSCHENBAUM</u>	<u>DIRECTOR</u>	<u>525 MARKET STREET, 9TH FLOOR SAN FRANCISCO, CA 94105</u>
<u>PAUL SIEGEL</u>	<u>DIRECTOR</u>	<u>525 MARKET STREET, 9TH FLOOR SAN FRANCISCO, CALIFORNIA 94105</u>

(continued on reverse)

Name

Office

Address

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: 9/2/91

HAMILTON FINANCIAL CORPORATION

(Corporation Name)

By Paul Siegel PAUL SIEGEL
Its President ~~Vice President~~

and Thomas M. Roberts THOMAS M. ROBERTS
Its Secretary ~~Assistant Secretary~~

STATE OF CALIFORNIA)

) ss:

COUNTY OF SAN FRANCISCO)

I, ROBERT R. DOUGLAS, a notary public, do hereby certify that on

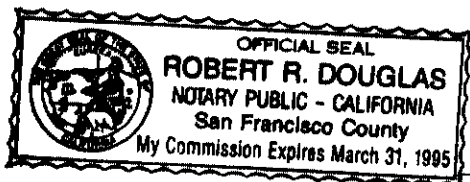
this 3RD day of SEPTEMBER, 1991, personally appeared before

me PAUL SIEGEL, who being by me first duly sworn, declared that (s)he

is the PRESIDENT of HAMILTON FINANCIAL CORPORATION

AND THOMAS M. ROBERTS,

that (s)he signed the foregoing document as SECRETARY of the corporation and that the statements therein contained are true.



Robert R. Douglas
Notary Public

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the _____ 30th day of _____ July _____, 19 79 ,

HAMILTON FINANCIAL CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this
5th day of September, 1991

March Fong Eu

Secretary of State