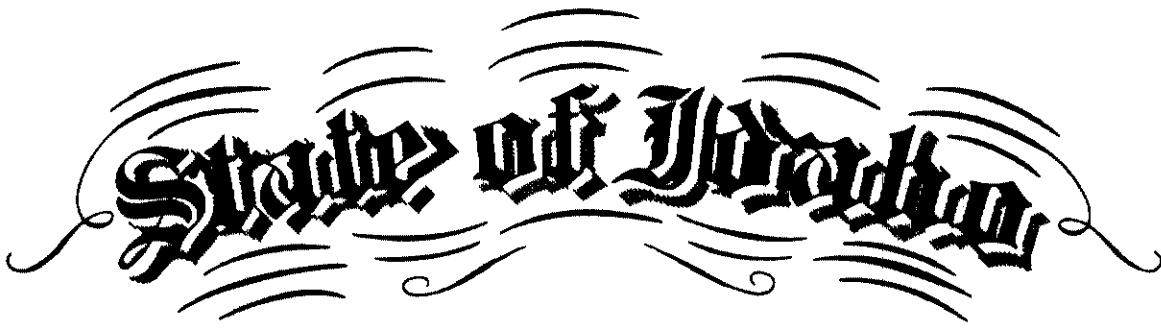


94317



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

EMPIRE ACQUISITION CORP.

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

Dated **January 25, 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 statement

JAN 25 9 27 AM '91
SECRETARY OF STATE

1. The name of the corporation is EMPIRE ACQUISITION CORP.

2. The name which it shall use in Idaho is EMPIRE ACQUISITION CORP.

(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 THE STATE OF NEW YORK

4. The date of its incorporation is OCTOBER 23, 1990 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

100 SENECA STREET, BUFFALO, NEW YORK 14203-2933

6. The address to which correspondence should be addressed, if different from that in item 5.

100 SENECA STREET, BUFFALO, NEW YORK 14203-2933

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 proposes to pursue in the transaction of business in Idaho are:

MORTGAGE BANKING INCLUDING THE ORIGINATION, PURCHASE, SALE AND SERVICING OF RESIDENTIAL MORTGAGE LOANS

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

Name	Office	Address
<u>JOHN A. HEALY</u>	<u>PRES/SECY/TREAS/DIRECTOR</u>	<u>200 PARK AVENUE, NY, NY 10166</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: January 18, 1991

EMPIRE ACQUISITION CORP.

(Corporation Name)

By *John A. Healy*
 Its President ~~(or President)~~ (please specify)

and *John A. Healy*
 Its Secretary ~~(or Assistant Secretary)~~ (please specify)

STATE OF NEW YORK)
) ss:
 COUNTY OF NEW YORK)

I, Diane J. Schmierer, a notary public, do hereby certify that on this Eighteenth day of January, 1991, personally appeared before me John A. Healy, who being by me first duly sworn, declared that (s)he is the President of EMPIRE ACQUISITION CORP.

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

DIANE J. SCHMIERER
 Notary Public, State of New York
 No. 51-4767425
 Qualified in Sullivan County
 Certificate Filed in New York County
 Commission Expires April 30, 1992

Diane J. Schmierer
 Notary Public

State of New York }
Department of State } SS:

I Hereby Certify, *that I have made diligent examination of the index of corporation papers filed in this Department for a certificate, order or record of a dissolution of*

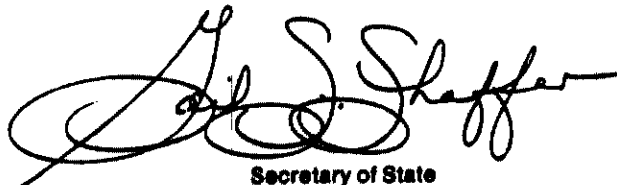
EMPIRE ACQUISITION CORP.

the certificate of incorporation of which corporation was filed October 23, 1990, with perpetual duration,

I further certify that no other certificates have been filed by such corporation.

and that upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

Witness *my hand and the official seal of the Department of State at the City of Albany, this 14th day of January one thousand nine hundred and ninety-one*


Secretary of State