

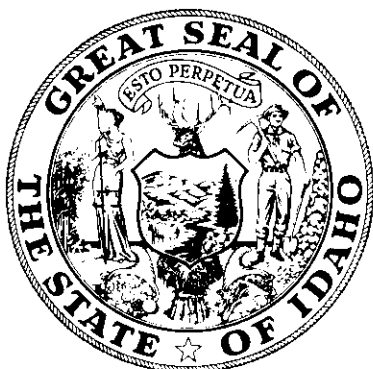
CERTIFICATE OF AUTHORITY
OF

NATIONAL FIRST MORTGAGE CORP. OF CALIFORNIA

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

Dated March 21, 1984



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

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:

1. The name of the corporation is National First Mortgage Corp. of California
2. *The name which it shall use in Idaho is National First Mortgage Corp. of
California
3. It is incorporated under the laws of California
4. The date of its incorporation is May 20, 1977 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 415 N. Lake Blvd., Suite 204, Tahoe City, CA 95730
6. The address of its proposed registered office in Idaho is 355 N. Orchard, Suite 107,
Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is Darell R. Tschacher
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Mortgage Banking Business
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
David C. Howse	President/Director	415 N. Lake Blvd., Suite 204, Tahoe City, CA
Jo Ellyn Bishop	Vice-Pres./Sec'y/Director	" " " " " "
	Exec.	" " " " " "
Jeffrey L. Uldricks	Vice Pres./Director	" " " " " "
		1000 RIDC Plaza #601
Harry J. Lauffer	Director	Pittsburgh, Pa. 15238

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
251,000	A	No par value shares.

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
106.50	A	No par value shares.

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 5, 19 84

National First Mortgage Corp. of California

By David C. Howse

Its President

and Jo Ellyn Bishop

Its Secretary

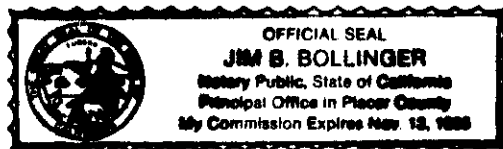
STATE OF California)
)ss:
COUNTY OF Placer)

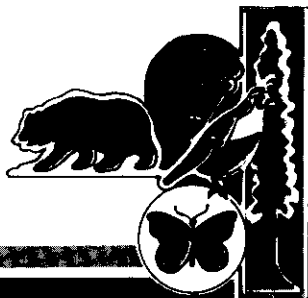
I, Jim B. Bollinger, a notary public, do hereby certify that on this fifth day of March, 1984, personally appeared before me David C. Howse & Jo Ellyn Bishop, who being by me first duly sworn, declared that ~~they~~ they are ~~the~~ President & Secretary of National First Mortgage Corp. of California

that ~~he~~ ^{they} signed the foregoing document as President & Secretary of the corporation and that the statements therein contained are true.

Jim B. Bollinger
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.





State of California

OFFICE OF THE SECRETARY OF STATE

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

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

JAN 12 1984



March Fong Eu

Secretary of State

815959

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

MAY 20 1977

MARCH FONG EU, Secretary of State

Myrtle P. Reintama
Deputy

**ARTICLES OF INCORPORATION
OF
MAUD CO.**

ONE: The name of this corporation is Maud Co.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in this state of the corporation's initial agent for service of process is Robert E. Andreen, 7798 Starling Drive, No. 315, San Diego, California.

FOUR: The total number of shares which the corporation is authorized to issue is one thousand (1,000).

Dated: May 19, 1977.

Robert E. Andreen
Robert E. Andreen, Incorporator

I declare that I am the person who executed the above Articles of Incorporation, and such instrument is my act and deed.

Robert E. Andreen
Robert E. Andreen

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MAUD CO.,
a California Corporation**

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

AUG 10 1977

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

David C. Howse and David Malcolm certify that:

1. They are the duly elected and acting President and Secretary respectively, of said corporation.

2. The Articles of Incorporation of said corporation shall be amended by striking in its entirety Article One, and inserting in lieu thereof the following Article One:

One: The name of this corporation is
Cabrillo Financial, Inc.

3. The foregoing amendment has been approved by the Board of Directors of said corporation.

4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Section 902 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 120 Common shares; and the number of shares voting in favor of the foregoing amendment equaled or exceeding the vote required, such required vote being 120 shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on August 9, 1977.

s/ David C. Howse
David C. Howse, President

s/ David Malcolm
David Malcolm, Secretary

VERIFICATION

The undersigned, David C. Howse and David Malcolm, the President and Secretary, respectively, of Maud Co., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Chula Vista, California, on August 9, 1977.

David C. Howse
David C. Howse

David Malcolm
David Malcolm

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CABRILLO FINANCIAL, INC.,
a California Corporation

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JAN 18 1980
MARCH FONG EU, Secretary of State
By **JAMES E. HARRIS**
Deputy

David C. Howse and Jeffrey L. Uldricks certify that:

1. They are the duly elected and acting President and Secretary respectively, of said Corporation.

2. The Articles of Incorporation of said corporation shall be amended by striking in its entirety Article One, and inserting in lieu thereof the following Article One:

One: The name of this corporation is National First Mortgage Corp. of California.

3. The foregoing amendment has been approved by the Board of Directors of said Corporation.

4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Section 902 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 120 Common shares; and the number of shares voting in favor of the foregoing amendment equaled or exceeding the vote required, such required vote being 120 shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on January 16, 1980.



David C. Howse, President

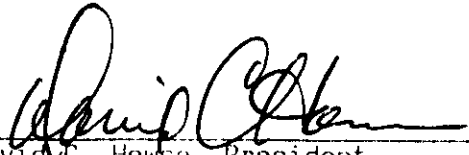


Jeffrey L. Uldricks, Secretary


VERIFICATION

The undersigned, David C. Howse and Jeffrey L. Uldricks, the President and Secretary, respectively, of Cabrillo Financial, Inc., each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Kings Beach, California, on January 16, 1980.



David C. Howse, President



Jeffrey L. Uldricks, Secretary

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

NATIONAL FIRST MORTGAGE CORP. OF CALIFORNIA
a California Corporation

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
SEP 17 1982
MARCH FONG EU, Secretary of State
Kathleen P. Gutierrez
Deputy

David C. Howse and JoEllen Bishop certify that:

1. They are the duly elected and acting President and Secretary respectively, of said Corporation.

2. The Articles of Incorporation of said corporation shall be amended by striking in its entirety Article Four, and inserting in lieu thereof the following Article Four:

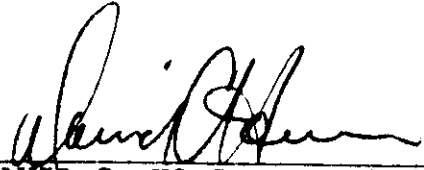
FOUR: This corporation is authorized to issue two classes of shares, to be designated respectively, Class A and Class B. The number of Class A shares authorized to be issued is 1,000. The number of Class B shares authorized to be issued is 250,000. The Class B shares may be issued in series. Said stock shall have the following rights, preferences, privileges, and restrictions. Class A shall have voting rights; Class B shall have no voting rights. Upon the effective date hereof, each outstanding share of capital stock is hereby reclassified and reconstituted as one share of Class A stock.

3. The foregoing amendment has been approved by the Board of Directors of said Corporation.

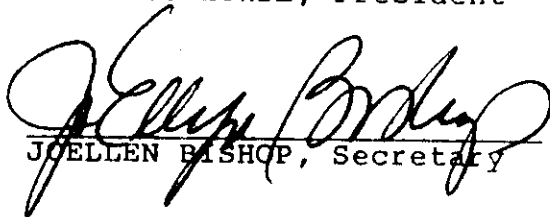
4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Section 902 of the California General Corporation Law; the total number of outstanding shares of each class entitled to vote with respect to the foregoing amendment was 106.50 Common Shares; and the number of shares voting in favor of

the foregoing amendment equaled or exceeding the vote required, such required vote being 106.50 shares.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on August 3, 1982.



DAVID C. HOWSE, President

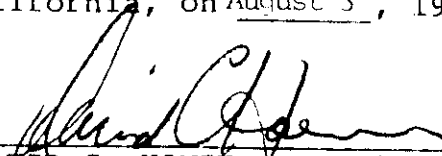


JOELLEN BISHOP, Secretary

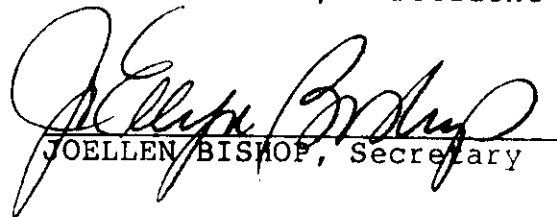
VERIFICATION

The undersigned, David C. Howse and JoEllen Bishop, the President and Secretary, respectively, of National First Mortgage Corp. of California, each declares under penalty of perjury that the matters set out in the foregoing Certificate are true of his own knowledge.

Executed at Tahoe City, California, on August 3, 1982.



DAVID C. HOWSE, President



JOELLEN BISHOP, Secretary