

State of Idaho

Department of State

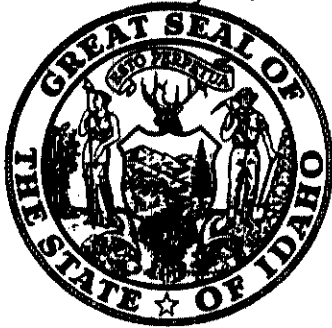
AMENDED CERTIFICATE OF AUTHORITY OF

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 an Amended 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 Amended Certificate of Authority to EMPIRE OF AMERICA REALTY CREDIT CORP. to transact business in this State under the name EMPIRE OF AMERICA REALTY CREDIT CORP. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: February 28, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Sheryl DeLuise*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on January 25, 19 91, authorizing it to transact business in the State of Idaho under the name of

EMPIRE ACQUISITION CORP.

2. Its corporate name has been changed to EMPIRE OF AMERICA REALTY CREDIT CORP.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is EMPIRE OF AMERICA REALTY CREDIT CORP.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated July 30, 19 91

EMPIRE OR AMERICA REALTY CREDIT CORP.

By [Signature] President

Its President

And [Signature] David W. Diskin

David W. Diskin

Its Secretary

STATE OF NEW YORK)

COUNTY OF ERIE) ss:

I, KAREN A. TERHAAR, a notary public, do hereby certify that on this 30th day of JULY, 19 91, personally appeared

(continued on reverse)

before me David W. Diskin, who being by me first duly sworn,

declared that ~~was~~ he Senior Vice President and Secretary of

EMPIRE OF AMERICA REALTY CREDIT CORP.

that ~~he~~ he signed the foregoing document as Senior Vice Pres. & Secretary of the corporation and that the statements therein contained are true.

Karen A. Yushan

Notary Public

KAREN A. YUSHAN

Notary Public State of New York

Qualified to Execute

My Commission Expires Sept. 30, 1992

FILED
NOTARY PUBLIC
STATE OF NEW YORK
1992

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*

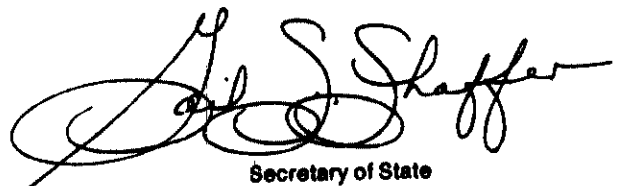
EMPIRE OF AMERICA REALTY CREDIT CORP.

the certificate of incorporation of which corporation was filed October 23, 1990, under the name of EMPIRE ACQUISITION CORP., with perpetual duration and certificate changing name of which was filed July 30, 1991,

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SECRETARY OF STATE

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 29th day of January one thousand nine hundred and ninety-two*


Secretary of State