

State of Idaho

Office of the Secretary of State

CERTIFICATE OF AUTHORITY
OF
AMERICAN HOME MORTGAGE CORP.
dba MORTGAGESELECT, INC.
File Number C 131398

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: December 3, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

To the Secretary of State of Idaho:

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

1. The name of the corporation is American Home Mortgage Corp.
2. The name which it shall use in Idaho is MortgageSelect, Inc.
3. It is incorporated under the laws of New York
4. Its date of incorporation is April 5, 1988
5. The address of its principal office is 12 East 49th Street, 28th Floor, New York, NY 10017
6. The address to which correspondence should be addressed, if different from item 5, is _____
7. The street address of its registered office in Idaho is c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702, and its registered agent in Idaho at that address is C T Corporation System
8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
Please see Addendum		

Dated: 10/13/99
American Home Mortgage Corp.
 (Corporation name)

By [Signature]

Its President
 (specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

12/03/1999 09:00
 CK: 113863114 CT: 78443 BH: 278791

1 @ 100.00 = 100.00 AUTH PRO # 3
 1 @ 20.00 = 20.00 EXPEDITE C # 4

C131398

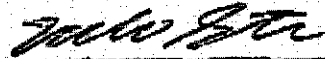
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Michael J. Strauss, do hereby certify that this Resolution of the Board of Directors of American Home Mortgage Corp., a corporation duly organized and existing under the laws of the State of New York, was duly adopted on November 3, 1999.

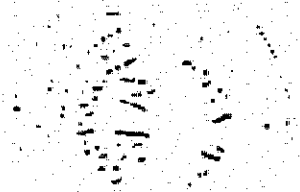
Resolved that American Home Mortgage Corp., organized and existing in the State of New York, hereby adopts the name MortgageSelect for use in Idaho.

INC.

Dated: 11/29/99



Michael Strauss, Secretary



**State of New York } ss:
Department of State**

I hereby certify, that the certificate of incorporation of AMERICAN HOME MORTGAGE CORP. was filed on 04/05/1988, under the name of MICHAEL STRAUSS, INC., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in 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 MICHAEL STRAUSS, INC., changing name to AMERICAN HOME MORTGAGE CORP., was filed 08/04/1997.

A Certificate of Amendment AMERICAN HOME MORTGAGE CORP., changing name to MICHAEL STRAUSS, INC., was filed 10/16/1997.

A Certificate of Amendment MICHAEL STRAUSS, INC., changing name to AMERICAN HOME MORTGAGE CORP., was filed 03/03/1999.



Witness my hand and the official seal
of the Department of State at the City
of Albany, this 01st day of December
one thousand nine hundred and
ninety-nine.

Special Deputy Secretary of State

199912020149 * 07

Officers/Directors

American Home Mortgage Corp.

Name	Title(s)	Business Address
Michael Strauss	President/Secretary Director	12 East 49 th Street, 28 th Floor New York, New York 10017
Leonard Schoen	Executive Vice President	12 East 49 th Street, 28 th Floor New York, New York 10017