

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
GUARDHILL FINANCIAL CORP.**

File Number C 134901

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: July 27, 2000



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *George Bellows*

# 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:

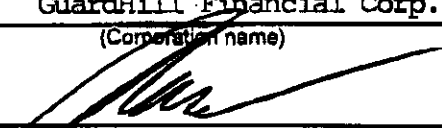
- The name of the corporation is GuardHill Financial Corp.
- The name which it shall use in Idaho is GuardHill Financial Corp.
- It is incorporated under the laws of New York
- Its date of incorporation is 6-9-92
- The address of its principal office is 450 Park Avenue, Suite 2703, New York, NY 10022
- The address to which correspondence should be addressed, if different from item 5, is \_\_\_\_\_
- 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
- The names and respective business addresses of its directors and officers are:

JUL 27 11 03 AM '00  
 SECRETARY OF STATE

Name	Office	Address
<u>Alan Rosenbaum</u>	<u>President, Secretary &amp; Director</u>	<u>450 Park Avenue, Suite 2703</u> <u>New York, NY 10022</u>
<u>Gloria Sacchi</u>	<u>Senior Vice President</u>	<u>450 Park Avenue, Suite 2703</u> <u>New York, NY 10022</u>

Dated: 7/24/00

GuardHill Financial Corp.  
(Corporation name)

By 

Its President  
(specify capacity of signer)

Customer Acct #:

(if using pre-paid account)

**SECRETARY OF STATE**  
Secretary of State use only

**07/27/2000 09:00**  
CK: 82139 CF: 20168 BH: 336734

1 @ 100.00 = 100.00 AUTH PRO # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

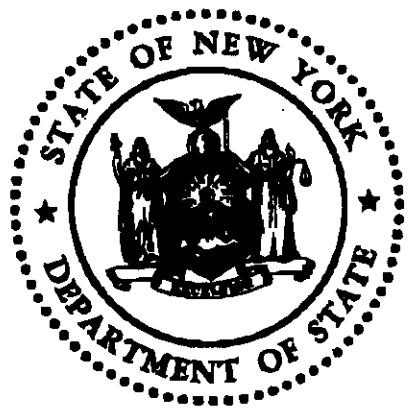
*C 134901*

9/10/00/Forms/ACA\_fm6 Revised 7/97

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

*I hereby certify, that the Certificate of Incorporation of GUARDHILL FINANCIAL CORP. was filed on 06/09/1992, under the name of NEW YORK MORTGAGE RESOURCES CORP. , with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with 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 NEW YORK MORTGAGE RESOURCES CORP. , changing its name to GUARDHILL FINANCIAL CORP., was filed 01/30/1995.*



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*Witness my hand and the official seal of the Department of State at the City of Albany, this 02nd day of June two thousand.*

A handwritten signature in cursive script, appearing to read "J. Leub", written in black ink.

*Special Deputy Secretary of State*