

State of Idaho

Office of the Secretary of State

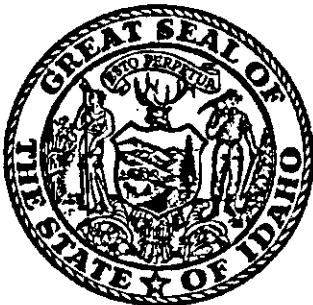
**CERTIFICATE OF AUTHORITY
OF
REVERSE MORTGAGE SOLUTIONS, INC.**

File Number C 180503

I, BEN YSURSA, 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: October 17, 2008



Ben Yursa
SECRETARY OF STATE

By

[Signature]



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

08 OCT 17 PM 3:17

SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is:
Reverse Mortgage Solutions, Inc.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 02/21/2007
- The address of its principal office is:
5222 FM 1960 West, Suite 216 Houston, TX 72701
- The address to which correspondence should be addressed, if different from Item 5, is:

- The street address of its registered office in Idaho is: 921 S. Orchard, Suite G, Boise, ID 83705
and its registered agent in Idaho at that address is: Registered Agent Solutions, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office Held	Business Address
See attached "Exhibit A"	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: October 15, 2008

Signature: _____

Typed Name: H. Mark HelmCapacity: COO

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE
 10/17/2008 05:00
 CK: 1638 CT: 226645 BH: 1148651
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 1 0 25.00 = 25.00 EXPEDITE C 9

C180503

Exhibit A

Reverse Mortgage Solutions, Inc.

Officers:

Ken Austin - President

5222 FM 1960 West, Suite 216, Houston, TX 77069

Kevin Gherardi - Chief Information Officer, Executive Vice President

5222 FM 1960 West, Suite 216, Houston, TX 77069

H. Marc Helm - Chief Operating Officer, Executive Vice President, Secretary

5222 FM 1960 West, Suite 216, Houston, TX 77069

Robert D. Yeary - Chief Executive Officer, Treasurer

5222 FM 1960 West, Suite 216, Houston, TX 77069

Directors:

Robert D. Yeary

5222 FM 1960 West, Suite 216, Houston, TX 77069

H. Marc Helm

5222 FM 1960 West, Suite 216, Houston, TX 77069

Ken Austin

5222 FM 1960 West, Suite 216, Houston, TX 77069

Tommy Moore

5222 FM 1960 West, Suite 216, Houston, TX 77069

Mike Sekits

5222 FM 1960 West, Suite 216, Houston, TX 77069

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REVERSE MORTGAGE SOLUTIONS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REVERSE MORTGAGE SOLUTIONS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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081046129

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6917088

DATE: 10-17-08