

State of Idaho

Office of the Secretary of State

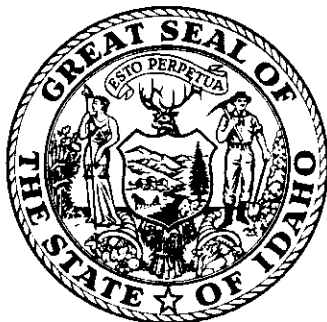
**CERTIFICATE OF AUTHORITY
OF
WALL STREET MORTGAGE BANKERS, LTD.**

File Number C 152983

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: 5 February 2004



Ben Yursa
SECRETARY OF STATE

By *D. Farmer*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED EFFECTIVE

 FEB -5 4M11:25
 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:
Wall Street Mortgage Bankers, Ltd.
- The name which it shall use in Idaho is: _____
- It is incorporated under the laws of: New York
- Its date of incorporation is: 05/30/90
- The address of its principal office is:
1010 Northern Blvd., Suite 316, Great Neck, NY 11021
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Keith Kantrowitz</u>	<u>President</u>	<u>1010 Northern Blvd, Great Neck, NY 11021</u>
<u>Abraham Podolsky</u>	<u>Secretary</u>	<u>1010 Northern Blvd, Great Neck, NY 11021</u>
<u>Keith Kantrowitz</u>	<u>Director</u>	<u>1010 Northern Blvd, Great Neck, NY 11021</u>
<u>Abraham Podolsky</u>	<u>Director</u>	<u>1010 Northern Blvd, Great Neck, NY 11021</u>
_____	_____	_____
_____	_____	_____

Dated: 1/24/04

Signature: _____

Typed Name: Keith KantrowitzCapacity: President

Customer Acct # : _____

(If using pre-paid account)

Secretary of State use only

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 Revised 07/2002

 IDAHO SECRETARY OF STATE
 02/05/2004 05:00
 CK: 29940 CT: 19577 BH: 725714
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 1 @ 20.00 = 20.00 EXPEDITE C # 5

C 152983



DIRK KEMPTHORNE
GOVERNOR

GAVIN M. GEE
DIRECTOR

STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P.O. BOX 83720
BOISE, IDAHO 83720-0031
Website: finance.state.id.us

January 20, 2004

Michael Mirrione
US CorpWorks, Inc.
3500 East 17th Avenue
Denver, CO 80206

Transmitted by facsimile to: (303) 393-8900

Dear Mr. Mirrione:

This is in response to your facsimile received by the Idaho Department of Finance on January 15, 2004. The facsimile included a copy of a letter from the president of Power Express Mortgage Bankers concerning the use of that company name in Idaho. From that letter, it is our understanding that "Wall Street Mortgage Bankers, Ltd." wishes to conduct a mortgage brokering and banking business in Idaho under the name "Power Express Mortgage Bankers."

Section 26-1202 of the Idaho Bank Act prohibits any person, other than a national bank, not authorized to operate as a bank under the Act, to advertise or use as part of its company name the word "bank" or "banker" or any other word of similar import. The Bank Act does not authorize the Director of the Department of Finance to waive the requirement of this law. Under the circumstances set forth in your letter, we do not believe your company's name is misleading to the public. Therefore, we are offering "no objection" to the use of the name "Power Express Mortgage Bankers" for use in Idaho as set forth in the company's letter. While the Department does not intend to pursue an action under this statute, it is possible that another agency may do so. However, we believe the likelihood is slight.

Please be aware that mortgage brokers and mortgage bankers doing business in Idaho are required to comply with the requirements of the Idaho Residential Mortgage Practices Act, Idaho Code § 26-3101, *et seq.*, which include obtaining a permit under that Act prior to conducting business activities in Idaho.

If you have any questions, please feel free to contact me.

Sincerely,

Gavin M. Gee, Director
Idaho Department of Finance

Banks & Savings Banks (208) 332-8005
Credit Unions (208) 332-8003
Securities (208) 332-8004
Money Transmitters (208) 332-8004

PHONE: (208) 332-8000
FAX: (208) 332-8098
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

Supporting Services (208) 332-8001
Mortgage Companies (208) 332-8002
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER

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

I hereby certify, that the Certificate of Incorporation of WALL STREET MORTGAGE BANKERS, LTD. was filed on 05/03/1990, 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.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 28th day of January
two thousand and four.*

Secretary of State