

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
ALLIANCE MORTGAGE BANKING CORP.
dba ALLIANCE CAPITAL CORP.**

File Number C 143294

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: April 3, 2002



Pete T. Cenarrusa
SECRETARY OF STATE

By *William R. Hainsworth*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

FILED/EFFECTIVE
02 APR -3 PM 2:04
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: ALLIANCE MORTGAGE BANKING CORP.
- The name which it shall use in Idaho is: ALLIANCE CAPITAL Corp. per Marilyn Clark
- It is incorporated under the laws of: NEW YORK
- Its date of incorporation is: JANUARY 4, 1984
- The address of its principal office is: 3601 HEMPSTEAD TURNPIKE, SUITE 305
LEVITTOWN, NEW YORK 11756
- The address to which correspondence should be addressed, if different from item 5, is:
Franzen & Salzano, P.C., 3169 Holcomb Bridge Rd, Suite 202, Norcross, GA 30071-1315
- The street address of its registered office in Idaho is: 300 North 6th Street, Boise, ID 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:

Name	Office	Address
JOHN T. MURPHY	President & CEO	Same as above
SUSAN MURPHY	Secretary	Same as above
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: _____

Signature: _____

Typed Name: Alliance Mortgage Banking Corp.

Capacity: President and Chief Executive Officer

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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Revised 01/2001

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IDAHO SECRETARY OF STATE
04/03/2002 05:00
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State of New York } ss:
Department of State

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I hereby certify, that the Certificate of Incorporation of ALLIANCE MORTGAGE BANKING CORP. was filed on 01/04/1984, under the name STATE OF IDAHO ALLIANCE FUNDING, LTD., 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 ALLIANCE FUNDING, LTD., changing its name to ALLIANCE MORTGAGE BANKING CORP., was filed 04/07/1988.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 22nd day of February
two thousand and two.



Special Deputy Secretary of State


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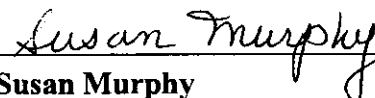
John T. Murphy, President and Chief Executive Officer of **Alliance Mortgage Banking Corp.**, a corporation duly organized under the laws of the State of New York, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 1 day of **April, 2002**.

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Idaho, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Idaho, this corporation adopts the assumed name **Alliance Capital** for use in transacting business in the State of Idaho pursuant to Idaho Code §26-1201, and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority, and to cause this corporation to use the said assumed name in the transaction of business in the State of Idaho."


John T. Murphy
President and Chief Executive Officer

4/1/02


Susan Murphy
Secretary

4/1/2002