

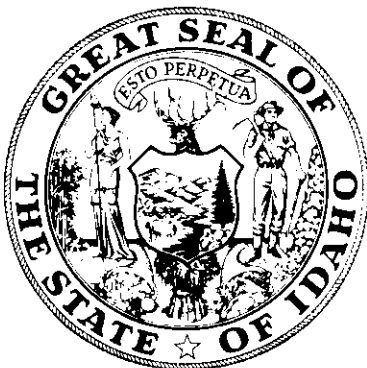
CERTIFICATE OF WITHDRAWAL  
OF

FCA AMERICAN MORTGAGE CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FCA AMERICAN MORTGAGE CORPORATION for a Certificate of Withdrawal from this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated December 26, 19 89.



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script, likely belonging to the Corporation Clerk.

Corporation Clerk

**APPLICATION FOR  
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

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SEC. OF STATE  
89 DEC 26 AM 10 23

1. The name of the corporation is FCA AMERICAN MORTGAGE CORPORATION (now known as N.W. COMMERCIAL MORTGAGE CORPORATION). The name which it used in Idaho is FCA AMERICAN MORTGAGE CORPORATION.
2. It is incorporated under the laws of California.
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is P.O. Box 19689, Irvine, California 92713-9689.
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

[Signature]  
Its Executive Vice President

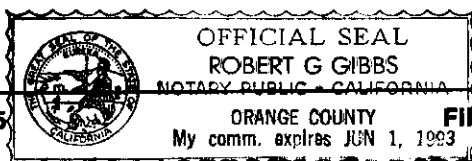
And

[Signature]  
Its Secretary

STATE OF California )  
 ) ss:  
COUNTY OF Orange )

I, Robert G. Gibbs, a notary public, do hereby certify that on this 19th day of December, 19 89, personally appeared before me Donald E. Royer and Nanda Y. De Roes, who being by me first duly sworn, they are N.W. COMMERCIAL MORTGAGE CORP., previously declared that ~~xxx~~ they are the Executive Vice President and Secretary of FCA AMERICAN MORTGAGE CORPORATION.

that he signed the foregoing document as Executive Vice President and Secretary of the corporation and that the statements therein contained are true.



Robert G. Gibbs  
Notary Public