

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF

M&T MORTGAGE CORPORATION
File number C 108348

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of M&T MORTGAGE CORPORATION for a Certificate of Authority to transact business in 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 Authority to M&T MORTGAGE CORPORATION to transact business in this State under the name M&T MORTGAGE CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated: November 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herold*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Nov 21 9 34 AM '94

SECRETARY OF STATE

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is M&T Mortgage Corporation

2. The name which it shall use in Idaho is M&T Mortgage Corporation

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of New York

4. The date of its incorporation is November 14, 1991 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is

One M&T Plaza, Buffalo, New York, 14240

6. The address to which correspondence should be addressed, if different than item 5, is

M&T Mortgage Corporation, Office of General Counsel, One M&T Plaza, Buffalo, NY 14203-1495

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

M&T Mortgage will originate, process, fund, purchase and service mortgage loans, and generally conduct the business of mortgage banker and broker.

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE

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CK #: 265 CUST# 19905

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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
James J. Beardi	President & Director	One Fountain Plaza, Buffalo, NY 14203
Gary S. Hutchings	Admin. Vice Pres.	One Fountain Plaza, Buffalo, NY 14203
Richard A. Lammert	Secretary	One M&T Plaza, Buffalo, NY 14240
Michael P. Pinto	Treasurer	One M&T Plaza, Buffalo, NY 14240
Robert E. Sadler, Jr.	Chair, Bd. Directors	One M&T Plaza, Buffalo, NY 14240
Harry S. Tishelman	Director	135 Main Street, Nyack, NY 10960

(SEE ATTACHMENT 1 for additional officers not named above)

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 9, 1994

M&T Mortgage Corporation

By Gary S. Hutchings Admin. V.P.
(Corporation name)
Its President/Vice President (please specify)
 and Charlotte D. Roederer
Its Secretary/Assistant Secretary (please specify)

STATE OF New York)
) ss:
 COUNTY OF Erie)

Charlotte D. Roederer

I, Arthur J. Bronson, a notary public, do hereby certify that on
 this 9th day of November, 19 94, personally appeared before
 me Gary S. Hutchings, who being by me first duly sworn, declared that (s)he
 is the Administrative Vice Pres. of _____
M&T Mortgage Corporation

that (s)he signed the foregoing documents as Administrative Vice Pres. of the corporation and that the statements therein contained are true.

Arthur J. Bronson
 Notary Public

ARTHUR J. BRONSON
 Notary Public, State of New York
 Qualified in Erie County
 My Commission Expires June 20, 1996

Jill M. Lapenta
Asst. Vice-President
One Fountain Plaza
Buffalo, NY 14203

Mary L. Mays
Vice-President
One Fountain Plaza
Buffalo, NY 14203

Mark Mendel
Mortgage Officer
One Fountain Plaza
Buffalo, NY 14203

Frank L. Napoleon
Mortgage Officer
Foster Plaza 9 750 Holiday Dr.
Pittsburgh, PA 15220

Charlotte D. Roederer
Asst. Secretary
One M&T Plaza
Buffalo, NY 14240

Fred H. Ryerse, III
Asst. Vice-President
645 N. 12th St.
Le Moyne, PA 17043

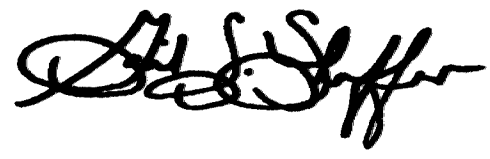
Peter Sciandra
Admin. Vice-President
One Fountain Plaza
Buffalo, NY 14203

State of New York | ss:
Department of State

Nov 21 9 34 AM '94

I hereby certify, that the certificate of incorporation of M&T MORTGAGE CORPORATION was filed 11/14/1991, with perpetual duration, and I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, 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 27th day of October one thousand nine hundred and ninety-four.



Secretary of State

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