

State of Idaho

Office of the Secretary of State

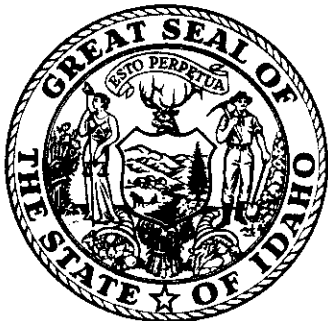
**CERTIFICATE OF AUTHORITY
OF
COLDWELL BANKER RESIDENTIAL BROKERAGE INSURANCE AGENCY, INC.**

File Number C 160321

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: 9 May 2005



Ben Yursa

SECRETARY OF STATE

By

Sally Lloyd

FILED EFFECTIVE

APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

05 MAY -9 PM 12:16

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:

Coldwell Banker Residential Brokerage Insurance Agency, Inc.

2. The name which it shall use in Idaho is: _____

3. It is incorporated under the laws of:
- Massachusetts

4. Its date of incorporation is:
- October 02, 1996

5. The address of its principal office is:

339 Jefferson Road, Parsippany, NJ 07054

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

1 Campus Drive, Parsippany, NJ 070541401 Shoreline Drive, Suite 2Boise, ID 83702

7. The street address of its registered office in Idaho is: _____

and its registered agent in Idaho at that address is: Corporation Service Company

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

Name	Office	Address
<u>See attached officers/directors rider</u>		

Dated: April 26, 2005

Signature: _____

Typed Name: Joseph J. HuberCapacity: Vice President

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
05/09/2005 05:00
 CK: 1277485 CT: 74104 BH: 809314
 1 @ 100.00 = 100.00 AUTH PRO # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

C 160321

Directors / Officers Report

As of 5/3/2005

Coldwell Banker Residential Brokerage Insurance Agency, Inc.

Directors

James E. Buckman

Director

Primary Address: 9 West 57th Street
New York, NY 10019

Richard A. Smith

Director

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Officers

Richard A. Smith

Chairman

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Bruce Zipf

President and Chief Executive Officer

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

David B. Wyshner

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Eric J. Bock

Executive Vice President and Corporate Secretary

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

Richard Pucci

Executive Vice President

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Kevin R. Greene

Senior Vice President and Chief Financial Officer

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Kenneth D. Hoffert

Senior Vice President, General Counsel and Assistant Secretary

Primary Address: 339 Jefferson Road
Parsippany, NJ 07054

Joseph J. Huber

Vice President, Tax

Primary Address: 1 Campus Drive

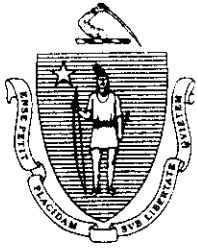
Coldwell Banker Residential Brokerage Insurance Agency, Inc.
Parsippany, NJ 07054

Robert McCauley

Vice President, Legal

Primary Address:

80 Hayden Avenue
Lexington, Massachusetts 02421



The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

William Francis Galvin
Secretary of the
Commonwealth

April 25, 2005

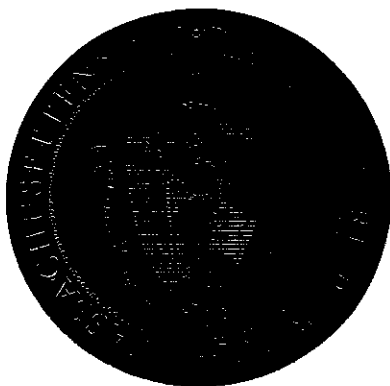
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

COLDWELL BANKER RESIDENTIAL BROKERAGE INSURANCE AGENCY, INC.

is a domestic corporation organized on **October 2, 1996**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin
Secretary of the Commonwealth