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State of Idaho

Department of State

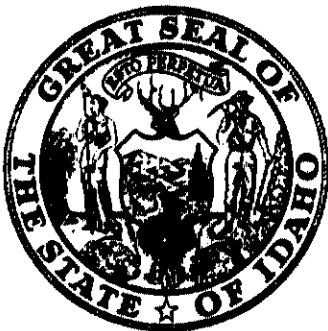
CERTIFICATE OF AUTHORITY OF

PRIVATE LABEL MORTGAGE SERVICES CORPORATION

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

Dated: February 3, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

August Hahn

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-10, 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 Private Label Mortgage Services Corporation

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

(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 Delaware

4. The date of its incorporation is December 3, 1990 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

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

8000 Maryland Avenue, Suite 1400, Clayton, MO 63105

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 proposes to pursue in the transaction of business in Idaho are:

To engage in any lawful act or activity; to process loans
for financial institutions.

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

Name	Office	Address
SEE ATTACHED LIST		

(continued on reverse)

Name

Office

Address

SEE ATTACHED LIST

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, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: November 11, 1991

Private Label Mortgage Services Corporation

(Corporation Name)

By

K. Terrence Wakefield
(Its President/Vice-President (please specify))

and

Gary D. Blackford
(Its Secretary/Assistant Secretary (please specify))

STATE OF WISCONSIN

COUNTY OF MILWAUKEE

I, TERESA ANN GATTO, a notary public, do hereby certify that on

this 11th day of November, 19 91, personally appeared before

me K. Terrence Wakefield, who being by me first duly sworn, declared that (s)he

is the President of Private Label Mortgage Services Corporation

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Teresa Ann Gatto (Exp 2/9/92)
Notary Public

PRIVATE LABEL MORTGAGE SERVICES CORPORATION ("PLMSC")
LIST OF DIRECTORS, PRINCIPAL OFFICERS AND STOCKHOLDER

DIRECTORS

Name and Title:	Milan E. Johnson, Director
Residence Address and Telephone No.:	10 Carleen Court Summit, New Jersey 07901 (201) 277-6432
Business Address and Telephone No.:	751 Broad Street Newark, New Jersey 07102-3777 (201) 802-7129
Date of Birth:	7/27/36
Occupation:	Executive Vice President The Prudential Realty Group
SSN:	505-50-5886

Name and Title:	Marvin I. Moskowitz, Director
Residence Address and Telephone No.:	9 Oakleigh Lane St. Louis, Missouri 63124 (314) 567-0255
Business Address and Telephone No.:	8000 Maryland Avenue, Suite 1400 Clayton, Missouri 63105 (314) 726-3901
Date of Birth:	12/3/41
Occupation:	Mortgage Company Executive
SSN:	112-32-8256

Name and Title:	K. Terrence Wakefield, Director, Chief Executive Officer and President
Residence Address and Telephone No.:	3170 East Hampshire Street Milwaukee, Wisconsin 53211 (414) 964-2995
Business Address and Telephone No.:	411 East Wisconsin Avenue, Suite 2250 Milwaukee, Wisconsin 53202 (414) 272-4200
Date of Birth:	5/29/49
Occupation:	Mortgage Company Executive
SSN:	399-52-9759

SECRETARY, TREASURER AND STOCKHOLDER

Name and Title: Lawrence B. Kiefer, Secretary

Residence Address and Telephone No.: 316 Ashland Road
Ashland, New Jersey 07901
(908) 273-7755

Business Address and Telephone No.: 751 Broad Street
Newark, New Jersey 07102-3777
(201) 802-4635

Date of Birth: 12/24/46

Occupation: Vice President and Investment Counsel for The
Prudential Insurance Company of America

SSN: 141-36-4480

Name and Title: Martin Pfinsgraff, Treasurer

Residence Address and Telephone No.: 15 Carriage Way
Basking Ridge, New Jersey 07927
(908) 604-2065

Business Address and Telephone No.: 751 Broad Street
Newark, New Jersey 07102-3777
(201) 802-3129

Date of Birth: 2/13/55

Occupation: Managing Director, Prudential Corporate
Finance Group

SSN: 286-46-9306

STOCKHOLDER:

Residential Services Corporation of America 100% Ownership
8000 Maryland Avenue, Suite 1400
Clayton, Missouri 63105

SENIOR VICE PRESIDENTS

Name and Title: H. Wayne Perry, Senior Vice President

Residence Address: 515 Cole Ranch Road
Olivenhain, California 92024

**Business Address
and Telephone No.:** 411 East Wisconsin Avenue, Suite 2250
Milwaukee, Wisconsin 53202
(414) 272-4200

Date of Birth: 1/7/48

Occupation: Mortgage Company Executive

SSN: 240-82-0791

Name and Title: Gary Blackford, Assistant Secretary

Residence Address: 5125 West 59th Street
Edina, Minnesota 55436

**Business Address
and Telephone No.:** 100 South Fifth Street
Suite 2000
Minneapolis, MN 55402
(612) 341-1400

SSN: 480-72-5385

State of Delaware

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SEC. OF STATE
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PRIVATE LABEL MORTGAGE SERVICES CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

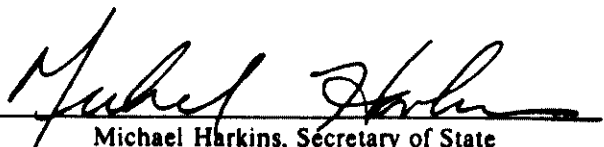
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

* * * * *



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Michael Harkins, Secretary of State
*3254753

AUTHENTICATION:

DATE:

12/03/1991