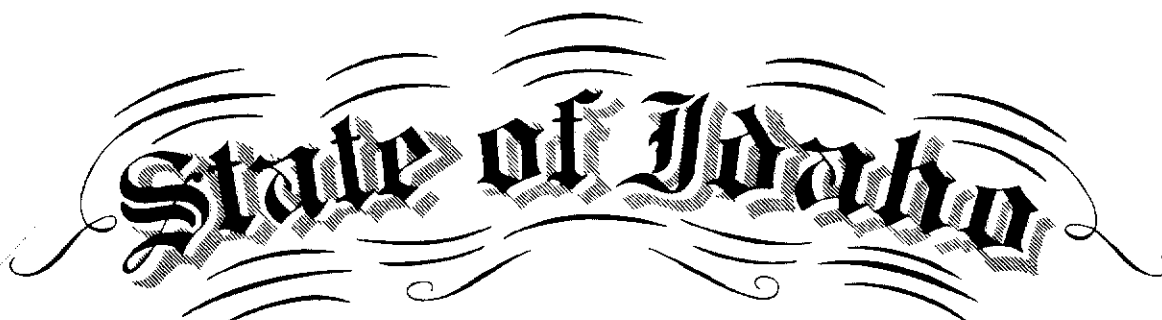




Department of State.

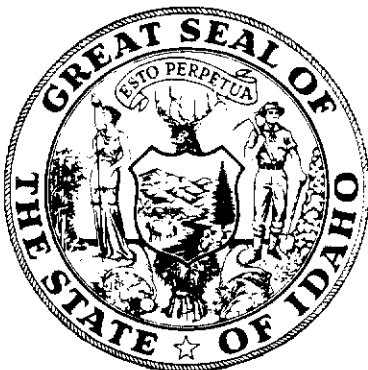
CERTIFICATE OF WITHDRAWAL OF

COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC. 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 October 16, 19 89.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
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:

RECEIVED

SEC. OF STATE

89 OCT 16 AM 9 23

1. The name of the corporation is COLDWELL BANKER RESIDENTIAL MORTGAGE SERVICES, INC.

_____ The name which it used in Idaho is COLDWELL BANKER
RESIDENTIAL MORTGAGE SERVICES, INC.

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 _____
4000 MacArthur Blvd., Suite 10,000, Newport Beach, CA 92660
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

Thomas W. Davis

President

And

Greg V. Blackburn

Its _____ Secretary

STATE OF CALIFORNIA

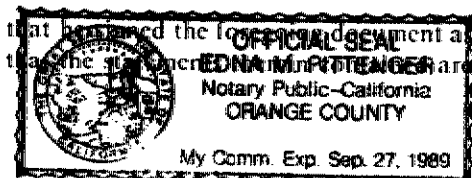
COUNTY OF ORANGE

I, EDNA M. PITTENGER

, a notary public, do hereby certify that on this
26th day of September, 19 89, personally appeared

before me Thomas W. Davis, who being by me first duly sworn,

declared that he is the President of COLDWELL BANKER RESIDENTIAL
MORTGAGE SERVICES, INC.



President

of the corporation and

Edna M. Pittenger
Notary Public