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State of Idaho

Department of State

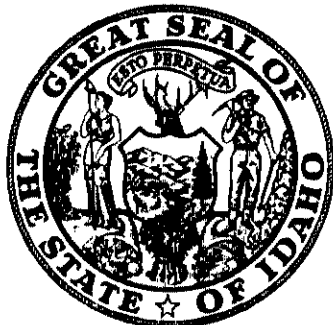
CERTIFICATE OF AUTHORITY OF

GREEN TREE AGENCY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of GREEN TREE AGENCY, INC. 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 GREEN TREE AGENCY, INC. to transact business in this State under the name GREEN TREE AGENCY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: October 12, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *George Debus*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Green Tree Agency, Inc.

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 Minnesota

4. The date of its incorporation is October 1, 1975 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 1700 Landmark Towers, 345 St. Peter Street, Saint Paul, Minnesota 55102-1658

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

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:
The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Idaho.

(Continued on reverse)

Submit application 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

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19931004 0900 24295 2
CK #: 9025 CUST# 1
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9. The names and respective addresses of its directors and officers are:

Name	Office	Address
See attached list of directors and officers		

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: 9/20/93

Green Tree Agency, Inc.

(Corporation Name)

By Lawrence M. Coss
Lawrence M. Coss Its President/Vice President (please specify)

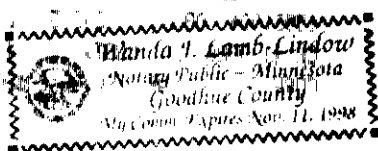
and Richard G. Evans
Richard G. Evans Its Secretary/Assistant Secretary (please specify)

STATE OF Minnesota)
COUNTY OF Ramsey) ss:

I, Wanda J. Lamb-Lindow, a notary public, do hereby certify that on this 20th day of September, 19 93, personally appeared before me Richard G. Evans, who being by me first duly sworn, declared that (s)he is the Secretary of Green Tree Agency, Inc.

Green Tree Agency, Inc.

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



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Wanda J. Lamb-Lindow

Notary Public

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GREEN TREE AGENCY, INC.

OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LAWRENCE M. COSS	President	1100 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
ROBERT A. HEGSTROM	Vice President	1800 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
JOHN W. BRINK	Treasurer	1100 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
RICHARD G. EVANS	Secretary	1100 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
THOMAS P. HARLANDER	Assistant Vice President	1700 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102

GREEN TREE AGENCY, INC.

DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
LAWRENCE M. COSS	Chairman	1100 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
ROBERT A. HEGSTROM	Director	1800 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102
RICHARD G. EVANS	Director	1100 Landmark Towers 345 St. Peter Street Saint Paul, MN 55102

State of Minnesota

SECRETARY OF STATE

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SEC. OF STATE
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Certificate of Good Standing

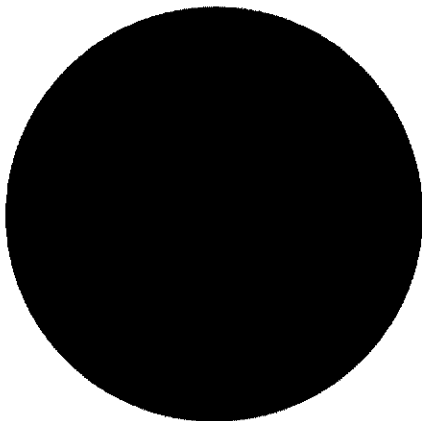
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Green Tree Agency, Inc.

Date Formed: 10/01/1975

Chapter Governed By: 302A

This certificate has been issued on 08/26/93.



Joan Anderson Growe
Secretary of State.