

State of Idaho

Department of State

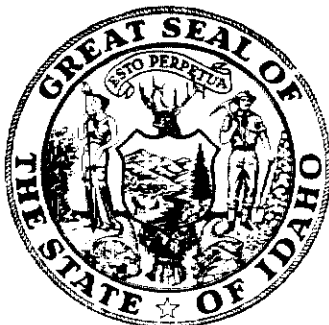
CERTIFICATE OF WITHDRAWAL
OF
PRIVATE LABEL MORTGAGE SERVICES CORPORATION

File Number C 97523

I, PETE T. CENARRUSA, secretary of State of the State of Idaho, hereby certify that Application for Certificate of Withdrawal from this State, 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 Withdrawal and attach hereto a duplicate of the Application for such Certificate.

Dated: 06/19/1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie L. Weinsreich*

APPLICATION FOR CERTIFICATE OF WITHDRAWAL

(Instructions on back of application) JUN 19 4 02 PM '98



To the Secretary of State of Idaho

SECRET STATE

Pursuant to Section 30-1-1520, 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:

1. The name of the corporation is

Private Label Mortgage Services Corporation

The name which it used in Idaho is

Private Label Mortgage Services Corporation

2. It is incorporated under the laws of

Delaware

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 may be sent is

The Prudential Insurance Company of America
Secretary's Department, 23 Plaza
Newark, NJ 07102

7. It agrees to notify the Secretary of State of the State of Idaho of any change to the address in item 6.

IDAHO SECRETARY OF STATE

06/19/1998 09:00
CX: 13010764 CT: 49569 IN: 121572

1 @ 20.00 = 20.00 FOR WITHDRAWAL
1 @ 20.00 = 20.00 EXPEDITE C
1 @ 10.00 = 10.00 CORP SUR

Customer Acct # :

(if using pre-paid account)

IDAHO SECRETARY OF STATE
Secretary of State use only

06/19/1998 04:01
CX: 4657 CT: 19577 IN: 121550

1 @ 10.00 = 10.00 CORP SUR

C97823

By

D. Camp E. Kenna

Its

Assistant Secretary

(specify capacity of signer)