

Filing fee: \$150.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Corp. I.D. #

83533

..... GreenPoint Mortgage Corp.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is GreenPoint Mortgage Corp.

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

THIRD: It is incorporated under the laws of New York

FOURTH: The date of its incorporation is October 12, 1994 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 41-60 Main Street, Flushing, New York 11355

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, Rhode Island 02903 and the name of its proposed registered agent in Rhode Island at that address is C.T. Corporation System
C.T. CORPORATION SYSTEM

David W. Nickelsen
Signature
David W. Nickelsen, Asst. Secy.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To originate, purchase and service mortgage loans, and any and all related activities. Notwithstanding the foregoing, 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 Rhode Island.

AC#35738725

EIGHTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Paul J. Rizzo,	Director	41-60 Main Street, Flushing, New York 11355
Dale Ng,	Director	41-60 Main Street, Flushing, New York 11355
Robert Beck,	Director	41-60 Main Street, Flushing, New York 11355

See attached list of officers	President
	Vice President
	Secretary
	Treasurer

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200	Common Stock	(No series)	No par value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200	Common Stock	(No series)	No par value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 500,000.

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 1.

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 1,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 1.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 13, 1995

GreenPoint Mortgage Corp.
[Exact Corporate Name of Corporation Making Application]

By Robert R. Beck

Its Vice President

and Gambry

Its Secretary

STATE OF New York } SC.
COUNTY OF Queens

At New York in said County on the 13th day
of March, 1995, before me personally appeared
Robert R. Beck, who being by me first duly sworn, declared that
he is the Vice President of GreenPoint Mortgage Corp.
that he signed the foregoing document as such Vice President of the
corporation, and that the statements therein contained are true.

MICHAEL J. ENDE
Notary Public State of New York
No. 24-4976618
Qualified in Kings County
Commission Expires Jan. 14, 1997

[Signature]
Notary Public

(NOTARIAL SEAL)

Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
GreenPoint Mortgage Corp.**

1. Paul J. Rizzo, President
41-60 Main Street
Flushing, New York 11355
2. Dale Ng, Vice President and Secretary
41-60 Main Street
Flushing, New York 11355
3. Robert Beck, Vice President and Treasurer
41-60 Main Street
Flushing, New York 11355
4. Robert C. Bernstein, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
5. Michael Gaughran, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
6. Robert J. Kaczinski, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
7. Nicholas Parrinelli, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
8. Vivian Sasson, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
9. Walter Steunenberg, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
10. Beverly Y. Witter, Assistant Vice President
41-60 Main Street
Flushing, New York 11355
11. Mark A. Clark, Assistant Secretary
41-60 Main Street
Flushing, New York 11355
12. Esther Mattei-Cordts, Assistant Secretary
41-60 Main Street
Flushing, New York 11355
13. Sau P. Tse, Assistant Secretary
41-60 Main Street
Flushing, New York 11355

CT

CERTIFICATE OF INCORPORATION

GREENPOINT MORTGAGE CORP.

Under Section 407 of the Business Corporation Law

941012000580

STATE OF NEW YORK
DEPARTMENT OF STATE
OCT 12 1994

TAXS 10

BY: *[Signature]*

[Signature]

FILED

941012000605

[Faint, illegible text]