

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY

OF

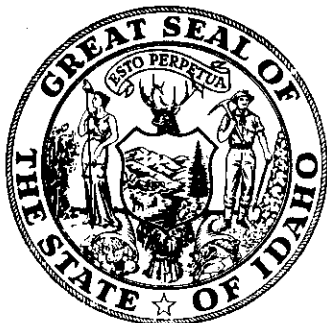
LINCOLN RESIDENTIAL SERVICES, INC.

File Number C 111241

I, PETE T. CENARRUSA, Secretary of the State of the State of Idaho , hereby certify that an Application for Amended Certificate of Authority to do business in 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 Amended Certificate of Authority to reflect the name change from **LINCOLN RESIDENTIAL SERVICES, INC.** to **LEGACY PARTNERS RESIDENTIAL, INC.** and attach hereto a duplicate of the Application for such Amended Certificate.

Dated: September 21, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Rachel J. [Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY



(Instructions on back of application) **FILED**
SEP 21 10 44 AM '98

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on July 13 19 95,
authorizing it to transact business in the State of Idaho under the name of Lincoln Residential
Services, Inc.
2. Its corporate name has been changed to Legacy Partners Residential, Inc.
3. The name which it shall use hereafter in the State of Idaho is Legacy Partners Residential, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: No Change

Dated 9-17-98

Legacy Partners Residential, Inc.
(Corporation Name)

By

Stuart L. Leeder

Its Vice President

(specify capacity of signer)

Customer Acct #:

(If using pre-paid account)

IDAHO SECRETARY OF STATE

09/21/1998 09:00
CK: 74614 CT: 20160 BH: 146060

1 @ 30.00 = 30.00 AMEND PROF # 2

0111241

CONSENT TO USE OF NAME

SEP 21 10 44 AM '98

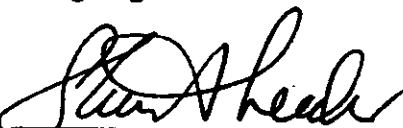
LEGACY PARTNERS, LLC, a limited liability company organized under the laws of the State of California, hereby consents to the use of the name "LEGACY PARTNERS RESIDENTIAL, INC." by Lincoln Residential Services, Inc., a Delaware corporation.

IN WITNESS WHEREOF, the said LEGACY PARTNERS, LLC has caused this consent to be executed by LEGACY PARTNERS, INC., its managing member, by its Senior Vice President-Financial Services/Secretary and attested by its Assistant Secretary, this 21st day of August, 1998.

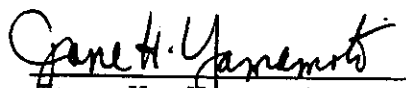
LEGACY PARTNERS, LLC, a California limited liability company

By: LEGACY PARTNERS, INC., a California corporation, **SEAT**
its managing member

By:


Stuart L. Leeder,
Senior Vice President-
Financial Services/
Secretary

Attest:


Jane H. Yamamoto,
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "LINCOLN RESIDENTIAL SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "LEGACY PARTNERS RESIDENTIAL, INC.", THE TWENTY-FIFTH DAY OF AUGUST, A.D. 1998, AT 1:30 O'CLOCK P.M.



A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2503531 8320

981361635

AUTHENTICATION:

9307764

DATE:

09-17-98