



CERTIFICATE OF AMENDMENT
OF

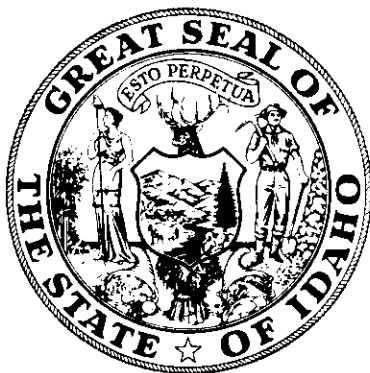
UNITED SECURITY MORTGAGE COMPANY OF COLORADO

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of UNITED
SECURITY MORTGAGE COMPANY OF COLORADO

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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated March 23, 19 84



SECRETARY OF STATE

Corporation Clerk


UNITED SECURITY MORTGAGE COMPANY OF COLORADO

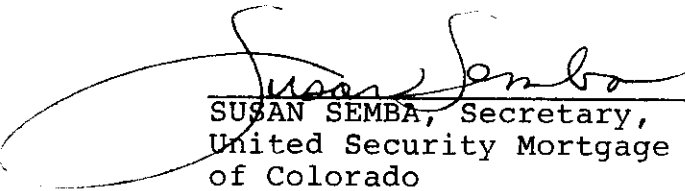
STATEMENT OF
AUTHORIZATION OF ISSUANCE OF
PREFERRED STOCK

23 PM 3 27
SECRETARY OF
STATE

1. The name of this corporation is United Security Mortgage Company of Colorado.

2. Attached is a copy of the resolution of the Board of Directors of this Corporation establishing and designating a series of preferred stock, and fixing and determining the relative rights and preferences thereof, which resolution was duly adopted by the Board of Directors of United Security Mortgage Company of Colorado on MARCH 14, 1984.



WYLIE GRIFFITH, President,
United Security Mortgage Company
of Colorado


SUSAN SEMBA, Secretary,
United Security Mortgage Company
of Colorado

VERIFICATION

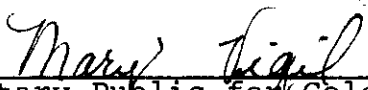
STATE OF COLORADO)
) ss.
County of Denver)

Wylie Griffith, being first duly sworn deposes and says that he is one of the above-signing officers of United Security Mortgage Company of Colorado; that he has read the above and foregoing Statement of Authorization of Issurance of Preferred Stock; that he knows the contents thereof and that the same are true of his own knowledge.



WYLIE GRIFFITH, President,
United Security Mortgage Company
of Colorado

SUBSCRIBED AND SWORN to before me this 14th day of
March, 1984.



Notary Public for Colorado
Residing at: Denver, Colorado

CONSENT MINUTES
OF THE BOARD OF DIRECTORS
OF
UNITED SECURITY MORTGAGE COMPANY OF COLORADO

Wyllie Griffith, Paul C. Plett and Robert P. Glaisyer being all of the directors of United Security Mortgage Company of Colorado do hereby enact and adopt the following resolution for the purposes of directing the affairs of the Corporation:

SERIES A PREFERRED STOCK

Whereas, United Security Mortgage Company of Colorado (hereinafter "the Corporation") is authorized to issue twenty thousand (20,000) shares of common stock and two hundred thousand (200,000) shares of preferred stock, issuable from time to time in one or more series; and

Whereas, the Board of Directors of the Corporation is authorized, within the limitations and restrictions contained in the Articles of Incorporation, to fix or alter the dividend rate, conversion rights, terms of redemption, the redemption price or prices, and the liquidation preferences of any wholly unissued series of preferred shares, and the number of shares constituting any such series and the designation thereof, and

Whereas the Corporation has not previously issued any preferred shares and the Board of Directors desires to fix the terms of the initial series of such preferred shares and the number of shares constituting such series;

Resolved:

1. Initial Series. That the Corporation hereby creates and issues an initial series of preferred stock to be designated "Series A 20% Cumulative Dividend Preferred Stock";

2. Number of Shares. That the number of shares constituting such Series is fixed at 100,000;

3. Dividends. The holder of record of shares of this Series shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, cash dividends at the rate of 20% per annum of the par value payable quarterly on such dates as may from time to time be determined by the Board of Directors, in preference to and in priority over dividends upon the Common Stock of the Corporation and all other shares of Preferred Stock of the Corporation which are by their

terms expressly made junior as to dividends to this Series. Dividends on each share of this Series shall accumulate, whether or not earned or declared, from the date of its issuance. The holders of shares of this Series shall not be entitled to any dividends other than the cash dividends provided for herein. No dividends shall be declared or paid on the Common Stock of the Corporation during any period when the Corporation has failed to pay a quarter-annual dividend on this Series for any preceding quarter.

4. Redemption. This Series may be redeemed, in whole or in part, at the option of the Corporation by resolution of its Board of Directors, at any time from time to time on or after April 15, 1985 at the redemption price per share of \$1.00, plus an amount equal to any accrued and unpaid dividends thereon to the date fixed for redemption.

In the event that less than the entire number of the shares of this Series outstanding is at any one time redeemed by the Corporation, the shares to be redeemed shall be selected by lot in a manner determined by the Board of Directors of the Corporation.

Not less than thirty nor more than sixty days prior to the date fixed for any redemption of this Series or any part thereof, a notice specifying the time and place of such redemption shall be given by first-class mail, postage prepaid, to the holders of record of the shares of this Series selected for redemption at their respective addresses as the same shall appear on the books of the Corporation, but no failure to mail such notice or any defect therein or in the mailing thereof shall affect the validity of the proceedings for redemption. Any notice which was mailed in the manner herein provided shall be conclusively presumed to have been duly given whether or not the holder receives the notice.

After the date fixed for the redemption of shares of this Series by the corporation, the holders of shares selected for redemption shall cease to be stockholders with respect to such shares, except that they shall have the right to receive the moneys payable upon such redemption from the Corporation, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of their certificates, and the shares represented thereby shall no longer be deemed to be outstanding. The Corporation may, at its option, at any time after a notice of redemption has been given, deposit the redemption price for all shares of this Series designated for redemption and not yet redeemed, plus any accrued and unpaid dividends thereon to the date fixed for redemption, with the transfer agent or agents for this Series, as a trust fund for the benefit of the holders of shares of this Series designated for redemption. From and after the making of such deposit, the holders of the shares designated for redemption shall cease to be stockholders with respect to

such shares and shall have no interest in or claim against the Corporation by virtue thereof and shall have no other rights with respect to such shares, except the right to receive from such trust fund the moneys payable upon such redemption, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of their certificates, and the shares represented thereby shall no longer be deemed to be outstanding balance of such moneys remaining unclaimed at the end of the five-year period commencing on the date fixed for redemption shall be repaid to the Corporation upon its request expressed in a resolution of its Board of Directors.

5. Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation, the holders of shares of this Series shall be entitled to receive out of the assets of the Corporation an amount equal to \$1.00 per share, plus any accrued and unpaid dividends thereon to the date fixed for distribution, in preference to and in priority over any such distribution upon the Common Stock of the Corporation and all other shares of Preferred Stock of the Corporation which are by their terms expressly made junior as to liquidation preferences to this Series but subject to the prior rights of the holders of shares of other Series of preferred Stock of the Corporation which are by their terms expressly made senior as to liquidation preferences to this Series. If the assets of the Corporation are not sufficient to pay such amounts in full to the holders of this Series and all other Series of Preferred Stock of the Corporation ranking equally as to liquidation preferences with the shares of this Series, then the holders of this Series and of all such other Series shall share ratably in any such distribution of assets in accordance with the amounts which would be payable on such distribution if the amounts to which the holders of this and all such other Series are entitled were paid in full.


6. No Other Rights. The shares of this Series shall not have any relative, participating, optional or other special rights or powers other than as set forth above and in the Articles of Incorporation of the Corporation, as amended.

Further Resolved:

That the Chairman of the Board, the President, or any Vice President, and the Secretary, the chief financial officer, the Treasurer or any Assistant Secretary or Assistant Treasurer are hereby authorized and directed to prepare and file a certificate of determination of preferences in accordance with this resolution and the provisions of the Idaho Business Corporation Act (Idaho Code Sections 30-1-1 et. seq.).

EXECUTION

IN WITNESS of our unanimous consent to the adoption of the foregoing Resolutions, the Undersigned, being all Directors of the Corporation, have set our hands hereunder this 14 day of MARCH, 1984.


WYLIE GRIFFITH, Director


PAUL C. PLETT, Director


ROBERT D. GLAISYER, Director