

As Secretary of State, of the State of Louisiana, I do hereby Certify that an Agreement of Merger whereby TROY & NICHOLS, INC., domiciled at Monroe, Louisiana, is merged into

CHASE HOME MORTGAGE CORPORATION

Domiciled at Dover, Delaware,

Certified by the Secretary of each corporation as having been approved by the shareholders, and signed and acknowledged by the President/Executive Vice 10/30/95 9:00:00 Am

Was filed and recorded in this office on July 300213559 96384 in the Record of Charter Book 344, the merger shall become effective on June 30, 1994 at 11:59 p.m., 18 20.00 = 20.00

By virtue of this Agreement, I further certify that the above merging corporation, is no longer qualified to transact business in this State.

By virtue of this Agreement, I further certify that the name of the surviving corporation is changed to CHASE MANHATTAN MORTGAGE CORPORATION.

In lestimony whereof, I have hereunto sel my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

June 6, 1994

CBU

Secretary of State

