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MORTGAGE LENDERS NETWORK USA, INC.
INFORMAL ACTION OF THE BOARD OF DIRECTORS IN LIEU OF A SPECIAL MEETING

The undersigned, constituting the Shareholders and Directors of Mortgage Lenders Network USA, Inc. a Delaware Corporation, by consent in writing pursuant to the authority contained in the Delaware General Corporation Law, as amended, without the formality of convening a meeting, do hereby consent to the following actions of this corporation:

RESOLVED, that the following persons be appointed to the offices set forth opposite their respective names to serve for the balance of the current fiscal year of until their successors are chosen and qualify:

Mitchell L. Heffernan, President & CEO
James E. Pedrick, Executive Vice President
Marion H. Mathes, Senior Vice President, Secondary Marketing
Kevin J. Small, Senior Vice President, Chief Credit Officer
Michael S. Simeone, Senior Vice President, Chief Information Officer
Lester W. Firstenberger, Senior Vice President, General Counsel & Secretary
Alan D. Reese, Senior Vice President, Chief Financial Officer
James T. Wessier, Senior Vice President, Northeast Region
Michael D. Callahan, Senior Vice President, Midwest Region
Kenneth E. Setzekorn, Senior Vice President, Southeast Region
Mark B. Bucior, Senior Vice President, Strategic Initiatives
Keith F. Nelson, Senior Vice President, Southwest Region
Randy S. Roberge, Vice President, Treasurer/Controller
Sandy Daversa Jarish, Vice President, Servicing
Robert S. Hudson, Vice President, Direct Referral
Michael A. Jarecki III, Vice President, Collections
Michael P. Feeney, Vice President, Underwriting
Gerald L. Lamb, Vice President, Default Real Estate
Joel R. Culmone, Vice President, Human Resources
William D. Rehm, Vice President & Controller
Susan M. Coassin, Vice President, Corporate Staffing
Raymond G. Fragassi, Vice President, Collections
Dawn M. Rousseau, Assistant Secretary
Steven F. Olearcek, Associate Counsel, Assistant Secretary

IN WITNESS WHEREOF, the undersigned Directors have executed this Consent of Shareholders and Directors as of the November 2, 1998.


MITCHELL L. HEFFERNAN
SHAREHOLDER / DIRECTOR


JAMES E. PEDRICK
SHAREHOLDER / DIRECTOR

I hereby certify that the above is a true and correct copy of the Resolution of the Board of Directors dated November 2, 1998.

DATED: 2 November 98


LESTER WM. FIRSTENBERGER, SECRETARY

SECRETARY OF STATE
STATE OF IDAHO

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