

AMENDMENT OF REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)



FILED

1 42 PM '99
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the foreign limited liability company prior to this amendment is: _____
GreenPoint Credit, LLC

2. If the foreign limited liability company was required to adopt an assumed name in order to register in Idaho, the name the foreign limited liability company used in Idaho is: _____
GP Credit, LLC

3. The application for registration in Idaho was filed on: July 1, 1999

4. The foreign limited liability company's registration is amended as follows:
(check one or more)

a. The name of the limited liability company has been changed to: _____
GreenPoint Credit, LLC

If the new name is not available or permissible in Idaho, the name to be used in Idaho is: _____

b. Other amendment: Please drop the assumed name and issue a Certificate of Existence in the name of GreenPoint Credit, LLC. A merger between GreenPoint Credit Corp. and GreenPoint Credit, LLC and the withdrawal of GreenPoint Credit Corp. as a foreign entity makes the assumed name unnecessary.

5. Signature of authorized person:

Michael F. Najewicz
Signature Michael F. Najewicz
Sr. V.P. & Corp. Secretary
Capacity (member, manager, etc.)

Secretary of State use only

IDAHO SECRETARY OF STATE

09/27/1999 01:56
CX: 9862 CT: 19577 BH: 253262

1 @ 30.00 = 30.00 FOR LLC AM # 7
1 @ 20.00 = 20.00 EXPEDITE C # 8

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"GREENPOINT CREDIT CORP.", A DELAWARE CORPORATION,
WITH AND INTO "GREENPOINT CREDIT, LLC" UNDER THE NAME OF
"GREENPOINT CREDIT, LLC", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF
SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED
LIABILITY COMPANY SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF
SEPTEMBER, A.D. 1999.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9986368

DATE:

09-23-99