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State of Delaware



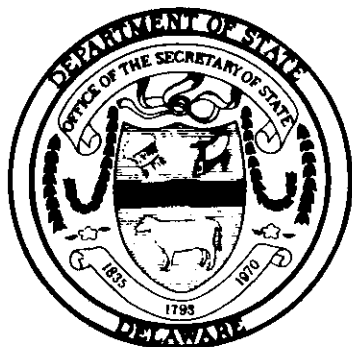
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## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "TRANSAMERICA PREMIUM FINANCE CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING WITH AND INTO "TRANSAMERICA INSURANCE FINANCE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND UNDER THE NAME OF "TRANSAMERICA INSURANCE FINANCE CORPORATION" WAS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF NOVEMBER, A.D. 1989, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF MARYLAND.

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Michael Harkins, Secretary of State

AUTHENTICATION: 12601159

DATE: 03/31/1990