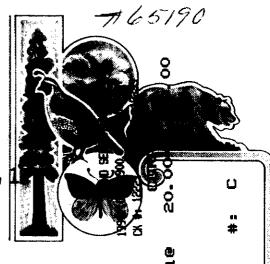


State Ofregeived SEC. OF STATE California

OFFICE OF THE SECRETARY OF STATE



I, TONY MILLER, Acting, Secretary of State of the State of California, hereby certify:

That on the 20th day of October, 1994, there was filed in my office an Agreement of Merger merging GMAC MORTGAGE SERVICE COMPANY OF CALIFORNIA a California Corporation and GMAC MORTGAGE CORPORATION OF IOWA an Iowa Corporation, into GMAC MORTGAGE CORPORATION OF PA, A Pennsylvania corporation.

Further that according to our records said merged California corporation has ceased to exist as a separate corporate entity.



In Witness Whereof, I
execute this certificate
and affix the Great Seal
of the State of California
this 27th day of October 1994
IDAN SECRETARY OF STATE

IDAHO SECRETARY OF STATE
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