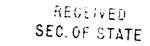
PAGE 1

State of Belaware



92 OCT 22 AM 8 27



Office of Secretary of State

I, MICHAEL RATCHFORD, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF "IMCO REALTY SERVICES, INC." MERGING WITH AND INTO "FAIRFIELD FINANCIAL HOLDINGS INC." UNDER THE NAME OF "FAIRFIELD FINANCIAL HOLDINGS INC." WAS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JULY. A.D. 1992, AT 11:55 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE APPROPRIATE COUNTY RECORDER OF DEEDS FOR RECORDING.

* * * * * * * * *



722283072

Michael Ratchford, Secretary of State

AUTHENTICATION:

*3619699

DATE:

10/09/1992