

State of Idaho

Department of State

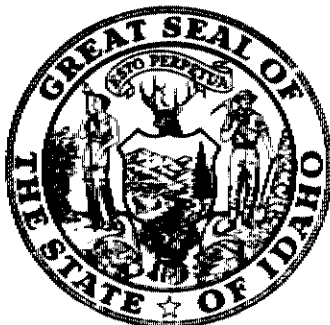
AMENDED CERTIFICATE OF AUTHORITY OF

KEYCORP MORTGAGE INC.
File Number C 85077

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KEYCORP MORTGAGE INC. for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to NATIONSBANC MORTGAGE CORPORATION OF NEW YORK to transact business in this State under the name NATIONSBANC MORTGAGE CORPORATION OF NEW YORK and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: April 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Jonny Herald*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, *Idaho Code*, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

APR 6 3 02 PM '95
 SEC 9534

1. A Certificate of Authority was issued to the corporation by your office on October 26,
 19 87, authorizing it to transact business in the State of Idaho under the name of _____
KeyCorp Mortgage Inc.

2. Its corporate name has been changed to NationsBanc Mortgage Corporation of New York

 (Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:
No Change

(Note: If no additional purposes are proposed, insert "No change.")

Dated March 31, 1995 _____
 NationsBanc Mortgage Corporation
 of New York
 (Corporation Name)

By H. Randall Chestnut
 Its President/Vice President (please specify)
 H. Randall Chestnut, Sr. Vice Pres.

And Carmen Deyot
 Its ~~Secretary~~ Assistant Secretary (please specify)
 Carmen Deyot

STATE OF NEW YORK)
) ss:
 COUNTY OF ERIE)

I, Lisa L. Bogart, a notary public, do hereby certify that on
 this 31st day of March, 19 95, personally appeared before
 me H. Randall Chestnut, who being by me first duly sworn, declared that (s)he
 is the Senior Vice President of NationsBanc Mortgage Corporation of New York

that (s)he signed the foregoing documents as Senior Vice President of the corporation and
 that the statements therein contained are true.

Lisa L. Bogart

Notary Public
 LISA L. BOGART
 Notary Public, State of New York
 Qualified in Erie County
 No. 481948
 Commission Expires 5/31/96

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 Office of the Secretary of State CUST# 1135
 Division of Corporations CORP
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Secretary of State use only
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STATE OF MARYLAND

350762

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SECRETARY OF STATE

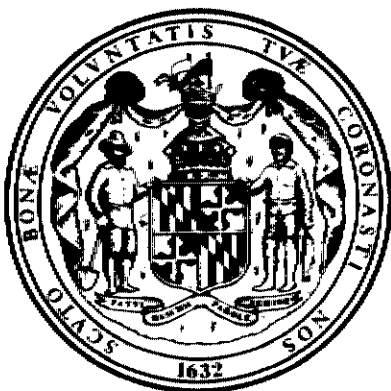
DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR THE RIGHT OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT

ARTICLES OF AMENDMENT OF KEYCORP MORTGAGE INC. CHANGING ITS NAME TO NATIONSBANC MORTGAGE CORPORATION OF NEW YORK WERE RECEIVED AND APPROVED FOR RECORD ON MARCH 31, 1995 AT 12:15 P.M.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 3RD DAY OF APRIL, 1995.


LEAH HAMM-CURRY
OFFICE SUPERVISOR II