

State of Idaho

Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Merger of TRW REAL ESTATE LOAN SERVICES OF IDAHO INC., an Idaho corporation, into TRW REAL ESTATE LOAN SERVICES INC., an Ohio corporation, 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 certificate of merger, and attach hereto a duplicate original of the Articles of Merger.

Dated: August 11, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lucy J. Clark*

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 ARTICLES OF MERGER
 SECRETARY OF STATE

JUL 31 9 07 AM '92
 SECRETARY OF STATE

Pursuant to Section 30-1-75 of the Idaho Business Corporation Act, the undersigned, being the duly elected, qualified and acting Vice President and Secretary, respectively, of TRW Real Estate Loan Services Inc., an Ohio corporation ("RELS"), and parent corporation of TRW Real Estate Loan Services of Idaho Inc., an Idaho corporation ("RELSID"), hereby certifies as follows:

1. RELS is incorporated under the jurisdiction of the State of Ohio and the merger of RELS into RELS with RELS being the surviving corporation is permitted in compliance with Section 1701.80 of the Ohio Revised Code.
2. Pursuant to the Agreement of Merger dated July 28, 1992, by and between RELS and RELSID (the "Agreement of Merger"), a copy of which is attached hereto as Annex 1 and incorporated herein by reference, RELSID shall be merged with and into RELS, with RELS becoming the surviving corporation.
3. The total number of issued and outstanding shares of RELSID is 100 shares of common stock, without par value.
4. RELS owns one hundred percent (100%) of the outstanding shares of the RELSID.
5. Pursuant to Section 30-1-77 of the Idaho Business Corporation Act, RELS agrees that it may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of RELSID which is a party to such merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of RELSID.
6. Pursuant to Section 30-1-77 of the Idaho Business Corporation Act, RELS agrees to an irrevocable appointment of the Secretary of State of Idaho as its agent to accept service of process in any such proceeding.

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- 7. Pursuant to Section 30-1-77 of the Idaho Business Corporation Act, RELS agrees that it will pay promptly to the dissenting shareholders of RELSID, the amount, if any, to which they shall be entitled under provisions of this Act with respect to the rights of dissenting shareholders.

IN WITNESS WHEREOF, said TRW Real Estate Loan Services Inc., has caused this certificate to be signed by Thomas A. Gasparini, its Vice President, and William A. Fullmer, its Secretary, and attested by William A. Fullmer, its Secretary, this 28 day of July, 1992.

TRW REAL ESTATE LOAN SERVICES INC.

By: Thomas A. Gasparini
 Name: Thomas A. Gasparini
 Title: Vice President

By: William A. Fullmer
 Name: William A. Fullmer
 Title: Secretary

Attested:

By: William A. Fullmer
 Name: William A. Fullmer
 Title: Secretary

STATE OF OHIO)
) ss
 COUNTY OF CUYAHOGA)

I, Julia M. Tocco, a notary public, do hereby certify that on this 28th day of July, 1992, personally appeared before me T. A. Gasparini and William A. Fullmer who, being by me first duly sworn, declared that they are the Vice President and the Secretary, respectively, of TRW Real Estate Loan Services, Inc., that they signed the foregoing document as Vice President and Secretary, respectively, of the corporation, and that the statements therein contained are true.

Residing at: Julia M. Tocco
Cuyahoga County, OH
 My commission expires JULIA M. TOCCO
 Notary Public, State of Ohio
 2 My Commission Expires July 16, 1998
 (Recorded in Cuyahoga County)

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER ("Agreement of Merger"), dated as of July 2, 1992 by and between TRW Real Estate Loan Services Inc., an Ohio corporation ("RELS") and TRW Real Estate Loan Services of Idaho Inc., an Idaho corporation ("RELSID") (RELS and RELSID are sometimes hereinafter collectively referred to as the "Constituent Corporations").

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of the Constituent Corporations, and RELS as the sole shareholder of RELSID, deem it desirable for the mutual benefit of each of the Constituent Corporations and in their respective best interest that, pursuant to Section 1701.80 of the Ohio Revised Code and Section 30-1-75 of the Idaho Business Corporation Act, RELSID be merged with and into RELS, with RELS to be the surviving corporation (the "Surviving Corporation").

WHEREAS, RELS owns 100 percent (100%) of the issued and outstanding Common Shares of RELSID.

WHEREAS, this Agreement of Merger has been approved by the Board of Directors of the Constituent Corporations pursuant to Sections 1701.80 and 1701.54 of the Ohio Revised Code and Sections 30-1-75 and 30-1-44 of the Idaho Business Corporation Act.

WHEREAS, this Agreement of Merger was not submitted to the Shareholders of RELS because the conditions set forth in Sections 1701.78 (D) (1), (2), (3) and (4) of the Ohio Revised Code do not exist.

WHEREAS, this Agreement of Merger has been approved by the Sole Shareholder of RELSID pursuant to Sections 30-1-75 and 30-1-145 of the Idaho Business Corporation Act.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of prescribing the terms of the Merger (as defined in Section 1.1), the mode of carrying the same into effect, the manner of extinguishing and cancelling the shares of RELSID Common Stock, and such other details and provisions as are necessary or proper, and in accordance with the Ohio Revised Code, and the Idaho Business Corporation Act, the Constituent Corporations have agreed and do hereby agree as follows:

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ARTICLE I

THE MERGER

1.1 At the Effective Time (as hereinafter defined), RELSID shall be merged with and into the Surviving Corporation (the "Merger") and the separate existence of RELSID shall cease. RELS shall be the Surviving Corporation and shall continue to exist as a domestic corporation pursuant to the laws of the State of Ohio, with all the rights and obligations of such surviving domestic corporation as are provided by the laws of the State of Ohio. The name of the Surviving Corporation shall be "TRW Real Estate Loan Services Inc."

1.2 At the Effective Time, the effect of the Merger shall be as provided by Section 1701.82 of the Ohio Revised Code and Section 30-1-76 of the Idaho Business Corporation Act.

1.3 The Merger shall be effective upon the filing with the Secretaries of State of Ohio and Idaho, respectively, or their respective delegates, of all documents required by the laws of the States of Ohio and Idaho, respectively, to be filed before this Merger may become effective (the "Effective Time").

ARTICLE II

EFFECT OF MERGER ON THE SURVIVING CORPORATION'S COMMON SHARES; EXTINGUISHMENT OF THE CORPORATIONS' COMMON SHARES

2.1 Each share of each class of the shares of RELS issued and outstanding immediately prior to the Effective Time shall, upon and subsequent to the Effective Time, continue to be issued and outstanding, shall continue to have the same designations and terms provided therefore immediately prior to the Effective Time and each share thereof shall remain unchanged by the Merger and shall constitute the same shares of the Surviving Corporation, without change. No shares of the Surviving Corporation or other consideration shall be issued as a result of the Merger.

2.2 The designation and number of issued and outstanding shares of RELSID is 100 shares of common stock, without par value.

2.3 Immediately prior to the Effective Time of the Merger, RELS is the owner of 100% of all the issued and outstanding shares of RELSID common stock.

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2.4 All shares of RELSID common stock issued and outstanding immediately prior to the Effective Time shall, upon and subsequent to the Effective Time, be deemed, without more, extinguished and cancelled.

2.5 RELS, being the sole shareholder of RELSID waived in writing the requirement that a copy of the Agreement of Merger be mailed to each shareholder pursuant to Section 30-1-75 of the Idaho Business Corporation Act.

ARTICLE III

ARTICLES OF INCORPORATION, REGULATIONS,
OFFICERS, DIRECTORS, STATUTORY AGENT
AND CONTROLLING LAW

3.1 The Amended Articles of Incorporation and the Regulations of RELS in effect immediately prior to the Effective Time shall be, upon and subsequent to the Effective Time until further amended in accordance with law, the Amended Articles of Incorporation and the Regulations of the Surviving Corporation.

3.2 The officers and directors of RELS immediately prior to the Effective Time shall continue as the officers and directors of the Surviving Corporation to serve in accordance with the Regulations thereof.

3.3 The present statutory agent for RELS shall continue to serve as statutory agent for RELS until such time as its successor has been elected and qualified.

3.4 The validity, interpretation and performance of this Agreement of Merger shall be controlled by and construed pursuant to the laws of the State of Ohio.

ARTICLE IV

COUNTERPARTS

This Agreement of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which together shall constitute but one agreement.

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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement of Merger by their respective duly authorized officers as of the date first above written.

TRW REAL ESTATE LOAN SERVICES INC.

By TAGasparini
Thomas A. Gasparini,
Vice President

By William A. Fullmer
William A. Fullmer,
Secretary

TRW REAL ESTATE LOAN SERVICES
OF IDAHO INC.

By TAGasparini
Thomas A. Gasparini,
Vice President

By William A. Fullmer
William A. Fullmer,
Secretary