

State of Idaho

Department of State

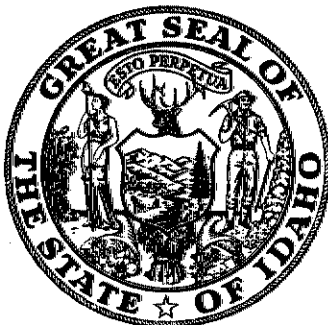
AMENDED CERTIFICATE OF AUTHORITY OF

METROPOLITAN PHOENIX, INC.
File Number C 106732

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of METROPOLITAN PHOENIX, 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 PHOENIX MORTGAGE & INVESTMENT, INC. to transact business in this State under the name PHOENIX MORTGAGE & INVESTMENT, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: July 21, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of 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.

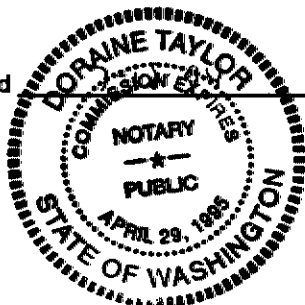
1. A Certificate of Authority was issued to the corporation by your office on June 21 19 94, authorizing it to transact business in the State of Idaho under the name of Metropolitan Phoenix, Inc.
2. Its corporate name has been changed to Phoenix Mortgage & Investment, Inc.
- (Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is _____

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 changes are proposed, insert "No change.")

Dated _____



STATE OF Washington)

) ss:

COUNTY OF King)

Phoenix Mortgage & Investment, Inc.
(Corporation Name)

By _____

Its President/Vice President (please specify)
John H. Fairchild

And _____

Its Secretary/Assistant Secretary (please specify)
Sheryl Nilson

I, Doraine Taylor, a notary public, do hereby certify that on this 18th day of July, 19 94, personally appeared before me John H. Fairchild, who being by me first duly sworn, declared that (s)he is the President of Phoenix Mortgage & Investment, Inc.

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

Doraine Taylor
Notary Public

Submit application and filing fee to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

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SEC. OF STATE

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STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby certify that according to the records on file in this office, Articles of Amendment for METROPOLITAN PHOENIX, INC., a Washington corporation, whereby the corporate name was changed to PHOENIX MORTGAGE & INVESTMENT, INC., were received and filed by this office on July 01, 1994.

Date: July 14, 1994

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

N. Brown