

State of Idaho

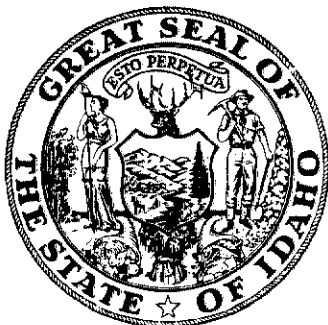
Department of State

AMENDED CERTIFICATE OF AUTHORITY
OF
EQUITABLE REAL ESTATE INVESTMENT MANAGEMENT, INC.
File Number C 76284

I, PETE T. CENARRUSA, Secretary of the State of the State of Idaho, hereby certify that an Application for Amended Certificate of Authority to do business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is 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 reflect the name change from **EQUITABLE REAL ESTATE INVESTMENT MANAGEMENT, INC.** to **ERE YARMOUTH, INC.** and attach hereto a duplicate of the Application for such Amended Certificate.

Dated: January 26, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By

Leta Lockie

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY



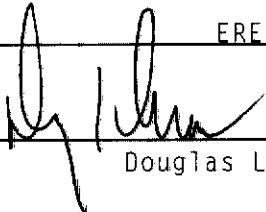
(Instructions on back of application)

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-1504, **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. Complete only applicable items.

1. A Certificate of Authority was issued to the corporation by your office on July 2 19 84,
authorizing it to transact business in the State of Idaho under the name of Equitable Real Estate
Investment Management, Inc.
2. Its corporate name has been changed to ERE Yarmouth, Inc.
3. The name which it shall use hereafter in the State of Idaho is ERE Yarmouth, Inc.
4. It has changed its jurisdiction of incorporation, without a change of corporate identity to: No Change

SECRETARY OF STATE
STATE OF IDAHO
JAN 26 10 56 AM '98

Dated 1-16-98 ERE Yarmouth, Inc.
(Corporation Name)
By 
Douglas L. Brown
Its Secretary
(specify capacity of signer)

Customer Acct #:

IDAHO SECRETARY OF STATE
(If using pre-paid account)

Secretary of State use only
CK: 1055378 CT: 65946 JAN 20 1998
10 20.00 = 20.00 AMEND CERT
EXPEDITE C

g:\corp\forms\AAC2.ppt6 Revised 8/96

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"THE YARMOUTH GROUP, INC.", A DELAWARE CORPORATION,

"YARMOUTH PROPERTY SERVICES LIMITED, INC.", A DELAWARE CORPORATION,

"YARMOUTH SECURITIES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "EQUITABLE REAL ESTATE INVESTMENT MANAGEMENT, INC." UNDER THE NAME OF "ERE YARMOUTH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1997, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2035671 8330

AUTHENTICATION:

8879830

981027040

DATE:

01-22-98