

C E R T I F I C A T E

I, Virginia R. Fripp, hereby certify on behalf of CHASE HOME MORTGAGE CORPORATION OF THE SOUTHEAST, that I am a duly elected and acting Assistant Secretary of the Corporation;

And further certify that by a Consent Without A Meeting executed by all of the Directors of Housing Investment Corporation of Florida on March 19, 1981, the following resolutions were adopted:

"RESOLVED, That the Certificate of Incorporation of Housing Investment Corporation of Florida, a Florida corporation, as heretofore filed in the office of the Secretary of State of the State of Florida on September 5, 1972, is hereby amended so that, as amended, the first article thereof reads as follows, to-wit:

ARTICLE I. NAME.

The name of this Corporation shall be Chase Home Mortgage Corporation of the Southeast.

AND FURTHER RESOLVED, That the officers of the Corporation are hereby authorized and directed to submit this Resolution to the sole shareholder for ratification and, upon receipt of such ratification, to do all things necessary to accomplish this amendment to the Certificate of Incorporation of Housing Investment Corporation of Florida, as heretofore resolved."

And further certify that by a Consent Without A Meeting executed by Chase Home Mortgage Corporation, the sole Shareholder of Housing Investment Corporation of Florida in the amount of twenty-five shares, the following resolution was adopted:

"RESOLVED, That the Consent Without A Meeting of the Board of Directors of Housing Investment Corporation of Florida, dated March 19, 1981, amending Article I of the Articles of Incorporation to change the name of Housing Investment Corporation of Florida to Chase Home Mortgage Corporation of the Southeast, and the resolution authorizing and directing the officers of the corporation to do all things necessary to accomplish said resolution, are hereby and in all respects approved, ratified and confirmed; and that all actions of every kind taken by the officers of Housing Investment Corporation of Florida pursuant to said resolutions be and they hereby are authorized, approved, ratified and confirmed."

And further certify that on July 1, 1981, in compliance with and pursuant to the resolutions hereinabove set forth, a Certificate of First Amendment to the Articles of Incorporation of Housing Investment Corporation was filed with the Secretary of State of the State of Florida, thereby effecting the change of name of the corporation on July 1, 1981;

And further certify that said actions of the Directors and of the sole Shareholder of Housing Investment Corporation of Florida are in conformity with the Articles of Incorporation and the By-Laws of the corporation, and that said corporation is a Florida corporation and is in good standing under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto executed this certificate and affixed the seal of Chase Home Mortgage Corporation of the Southeast this 31st day of December, 1984.

STATE OF FLORIDA
INSTRUMENTS

Virginia R. Fripp
Assistant Secretary

1985 FEB 11 AM 11:40

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Ind 100
350

ss:

STATE OF FLORIDA
County of Dade

Personally came before me this 31st day of December, 1984, Virginia R. Fripp, to me known to be the person who executed the foregoing certificate and to me known to be the Assistant Secretary of Chase Home Mortgage Corporation of the Southeast.

Marquie J. [Signature]
Notary Public, State of Florida at Large

My commission expires July 21, 1985

*Chase Home Mtg. Co.
Montvale, New Jersey*

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