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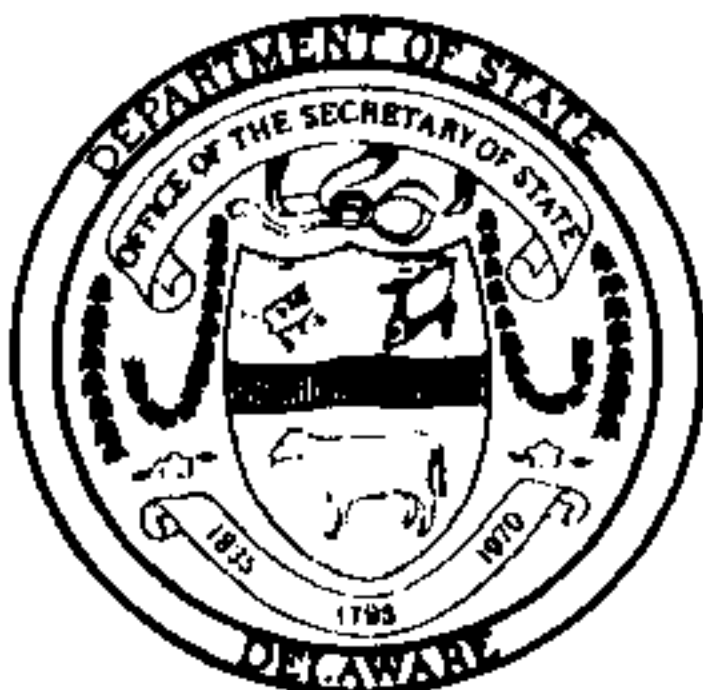
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF OWNERSHIP OF THE "MANUFACTURERS HANOVER FS CORPORATION" A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING "C.I.T. FINANCIAL SERVICES, INC." AND "FINANCE ONE OF ALABAMA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ALABAMA, "FINANCE ONE OF ARIZONA, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF ARIZONA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ARIZONA, "FINANCE ONE OF CONNECTICUT, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF CONNECTICUT, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CONNECTICUT, "C. I. T. FINANCIAL SERVICES CORPORATION" AND "C.I.T. FINANCIAL SERVICES, INC." AND "C. I. T. FINANCIAL

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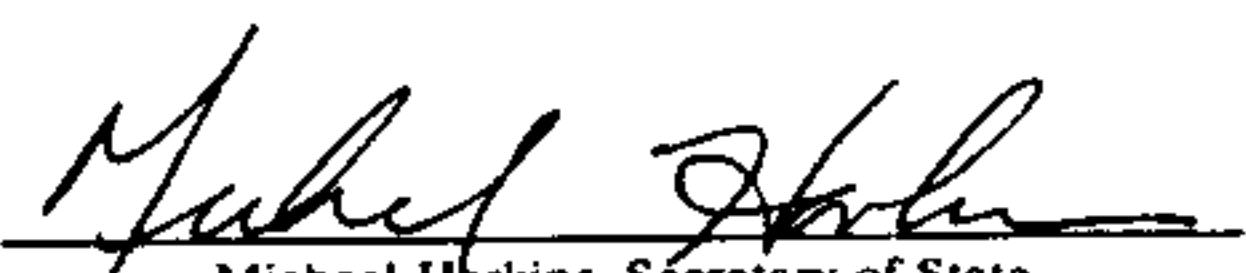


Office of Secretary of State

SERVICES, INC. OF MICHIGAN" CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, "FINANCE ONE CREDIT OF FLORIDA, INC." AND "FINANCE ONE MORTGAGE OF FLORIDA, INC." AND "FINANCE ONE OF FLORIDA, INC." AND "MANUFACTURERS HANOVER FINANCIAL CREDIT OF FLORIDA, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF FLORIDA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, "FINANCE ONE OF INDIANA, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF INDIANA, "C.I.T. FINANCIAL SERVICES, INC. OF KANSAS" AND "FINANCE ONE OF KANSAS, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF KANSAS, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF KANSAS, "FINANCE ONE MORTGAGE OF KENTUCKY, INC." AND "FINANCE ONE OF KENTUCKY, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE



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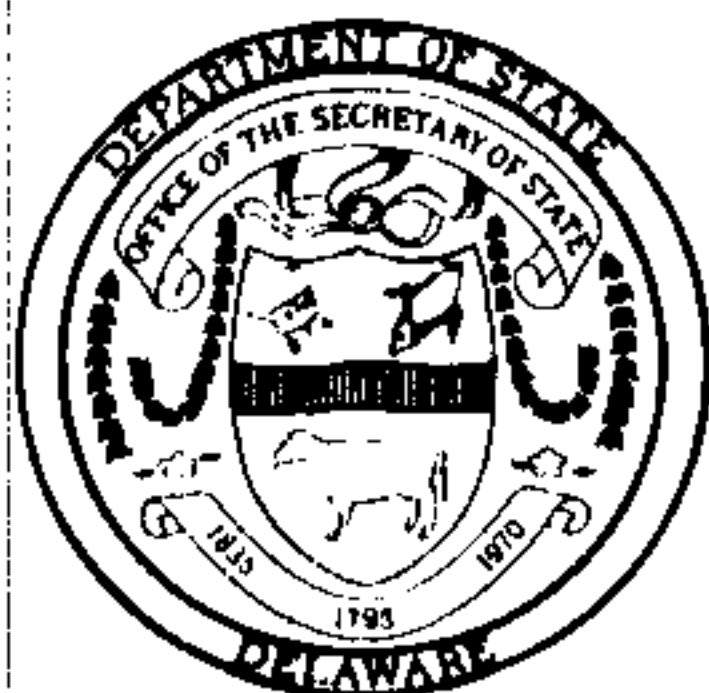
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Office of Secretary of State

LAWS OF THE STATE OF KENTUCKY, "FINANCE ONE OF LOUISIANA, INC."
AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF LOUISIANA, INC."
CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF LOUISIANA, "MANUFACTURERS HANOVER FINANCIAL SERVICES OF
MASSACHUSETTS, INC." A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF MASSACHUSETTS, "FINANCE ONE OF MARYLAND,
INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF MARYLAND,
INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE
STATE OF MARYLAND, "FINANCE ONE OF MISSOURI, INC." A CORPORATION
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MISSOURI,
"FINANCE ONE OF MISSISSIPPI, INC." A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF MISSISSIPPI, "FINANCE ONE
MORTGAGE OF NORTH CAROLINA, INC." AND "FINANCE ONE OF NORTH
CAROLINA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE

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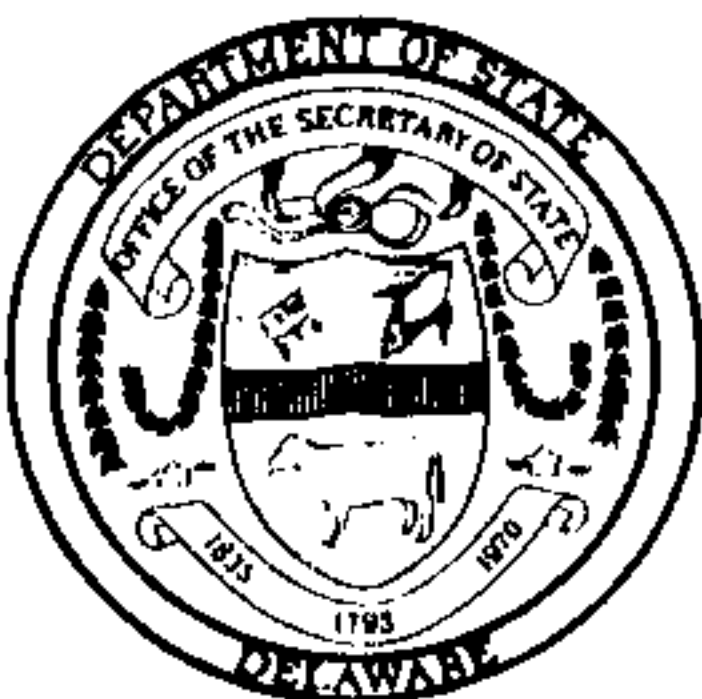
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LAWS OF THE STATE OF NORTH CAROLINA, "FINANCE ONE OF NEW JERSEY, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES NEW JERSEY, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY, "MANUFACTURERS HANOVER FINANCIAL SERVICES OF NEW MEXICO, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW MEXICO, "C.I.T. FINANCIAL SERVICES, INC. OF OHIO" AND "FINANCE ONE MORTGAGE OF OHIO, INC." AND "FINANCE ONE OF OHIO, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF OHIO, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OHIO, "FINANCE ONE OF OKLAHOMA, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF OKLAHOMA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OKLAHOMA, "FINANCE ONE OF OREGON, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF OREGON,



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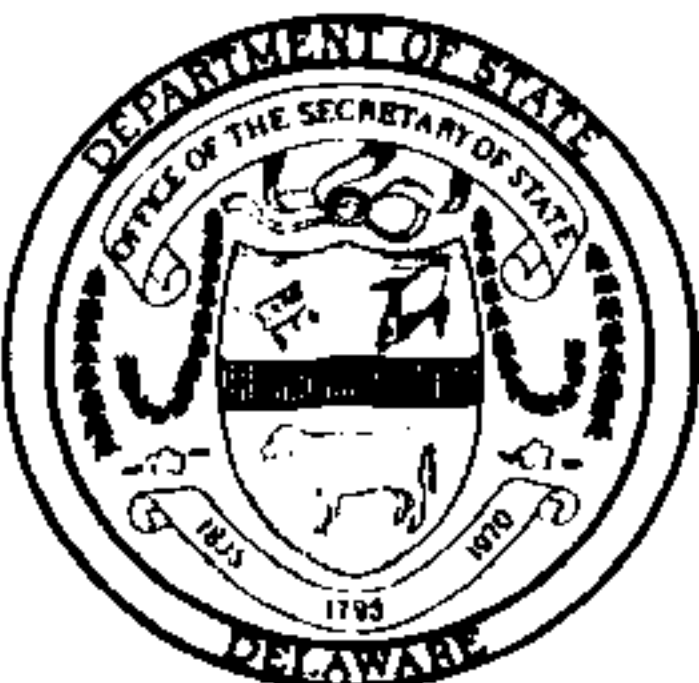
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Office of Secretary of State

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"MANUFACTURERS HANOVER FINANCIAL SERVICES OF PENNSYLVANIA, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, "FINANCE ONE OF SOUTH CAROLINA, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF SOUTH CAROLINA, "FINANCE ONE OF TEXAS, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF TEXAS, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF TEXAS, "FINANCE ONE MORTGAGE OF VIRGINIA, INC." AND "FINANCE ONE OF VIRGINIA, INC." AND "MANUFACTURERS HANOVER FINANCIAL SERVICES OF VIRGINIA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF VIRGINIA, "FINANCE ONE OF WASHINGTON, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, "C.I.T. FINANCIAL SERVICES CORPORATION" AND "FINANCE ONE OF WEST VIRGINIA, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE



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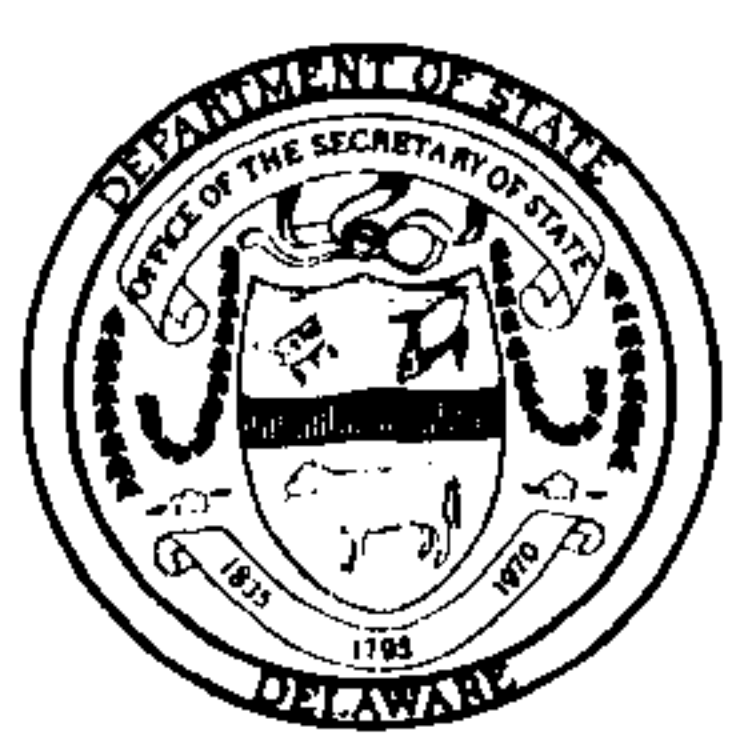
Office of Secretary of State

LAWS OF THE STATE OF WEST VIRGINIA, PURSUANT TO SECTION 253 OF
THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE AS RECEIVED
AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 1986,
AT 10 O'CLOCK A.M.


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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MANUFACTURERS
HANOVER FS CORPORATION", HAS RELINQUISHED ITS CORPORATE TITLE AND
ASSUMED IN PLACE THEREOF "MANUFACTURERS HANOVER CS CORPORATION"

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Finance One of Alabama, Inc.
 C.I.T. Financial Services, Inc.
 Finance One of Arizona, Inc.
 Manufacturers Hanover Financial Services of Arizona, Inc.
 Finance One of Connecticut, Inc.
 Manufacturers Hanover Financial Services of Connecticut, Inc.
 C.I.T. Financial Services Corporation
 C.I.T. Financial Services, Inc.
 C.I.T. Financial Services, Inc. of Michigan
 Finance One of Florida, Inc.
 Finance One Mortgage of Florida, Inc.
 Finance One Credit of Florida, Inc.
 Manufacturers Hanover Financial Services of Florida, Inc.
 Manufacturers Hanover Financial Credit of Florida, Inc.
 Finance One of Indiana, Inc.
 Finance One of Kansas, Inc.
 Manufacturers Hanover Financial Services of Kansas, Inc.
 C.I.T. Financial Services, Inc. of Kansas
 Finance One of Kentucky, Inc.
 Finance One Mortgage of Kentucky, Inc.
 Finance One of Louisiana, Inc.
 Manufacturers Hanover Financial Services of Louisiana, Inc.
 Finance One of Maryland, Inc.
 Manufacturers Hanover Financial Services of Maryland, Inc.
 Manufacturers Hanover Financial Services of Massachusetts, Inc.
 Finance One of Mississippi, Inc.
 Finance One of Missouri, Inc.
 Finance One of New Jersey, Inc.
 Manufacturers Hanover Financial Services of New Jersey, Inc.
 Manufacturers Hanover Financial Services of New Mexico, Inc.
 Finance One of North Carolina, Inc.
 Finance One Mortgage of North Carolina, Inc.
 Finance One of Ohio, Inc.
 Finance One Mortgage of Ohio, Inc.
 Manufacturers Hanover Financial Services of Ohio, Inc.
 C.I.T. Financial Services, Inc. of Ohio
 Finance One of Oklahoma, Inc.
 Manufacturers Hanover Financial Services of Oklahoma, Inc.
 Finance One of Oregon, Inc.
 Manufacturers Hanover Financial Services of Pennsylvania, Inc.
 Finance One of South Carolina, Inc.
 Finance One of Texas, Inc.
 Manufacturers Hanover Financial Services of Texas, Inc.
 Finance One of Virginia, Inc.
 Finance One Mortgage of Virginia, Inc.
 Manufacturers Hanover Financial Services of Virginia, Inc.
 Finance One of Washington, Inc.
 Finance One of West Virginia, Inc.
 C.I.T. Financial Services Corporation

INTO

Manufacturers Hanover FS Corporation
* * * * *

Manufacturers Hanover FS Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 11th day of February, 1983, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of each of the following subsidiary corporations, hereinafter referred to as subsidiary corporations:

Finance One of Alabama, Inc.	Alabama
C.I.T. Financial Services, Inc.	Alabama
Finance One of Arizona, Inc.	Arizona
Manufacturers Hanover Financial Services of Arizona, Inc.	Arizona
Finance One of Connecticut, Inc.	Connecticut
Manufacturers Hanover Financial Services of Connecticut, Inc.	Connecticut
C.I.T. Financial Services Corporation	Delaware
C.I.T. Financial Services, Inc.	Delaware
C.I.T. Financial Services, Inc. of Michigan	Delaware
Finance One of Florida, Inc.	Florida
Finance One Mortgage of Florida, Inc.	Florida
Finance One Credit of Florida, Inc.	Florida
Manufacturers Hanover Financial Services of Florida, Inc.	Florida
Manufacturers Hanover Financial Credit of Florida, Inc.	Florida
Finance One of Indiana, Inc.	Indiana
Finance One of Kansas, Inc.	Kansas
Manufacturers Hanover Financial Services of Kansas, Inc.	Kansas

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C.I.T. Financial Services, Inc. of Kansas	Kansas
Finance One of Kentucky, Inc.	Kentucky
Finance One Mortgage of Kentucky, Inc.	Kentucky
Finance One of Louisiana, Inc.	Louisiana
Manufacturers Hanover Financial Services of Louisiana, Inc.	Louisiana
Finance One of Maryland, Inc.	Maryland
Manufacturers Hanover Financial Services of Maryland, Inc.	Maryland
Manufacturers Hanover Financial Services of Massachusetts, Inc.	Massachusetts
Finance One of Mississippi, Inc.	Mississippi
Finance One of Missouri, Inc.	Missouri
Finance One of New Jersey, Inc.	New Jersey
Manufacturers Hanover Financial Services of New Jersey, Inc.	New Jersey
Manufacturers Hanover Financial Services of New Mexico, Inc.	New Mexico
Finance One of North Carolina, Inc.	North Carolina
Finance One Mortgage of North Carolina, Inc.	North Carolina
Finance One of Ohio, Inc.	Ohio
Finance One Mortgage of Ohio, Inc.	Ohio
Manufacturers Hanover Financial Services of Ohio, Inc.	Ohio
C.I.T. Financial Services, Inc. of Ohio	Ohio
Finance One of Oklahoma, Inc.	Oklahoma
Manufacturers Hanover Financial Services of Oklahoma, Inc.	Oklahoma
Finance One of Oregon, Inc.	Oregon
Manufacturers Hanover Financial Services of Pennsylvania, Inc.	Pennsylvania

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Finance One of South Carolina, Inc.	South Carolina
Finance One of Texas, Inc.	Texas
Manufacturers Hanover Financial Services of Texas, Inc.	Texas
Finance One of Virginia, Inc.	Virginia
Finance One Mortgage of Virginia, Inc.	Virginia
Manufacturers Hanover Financial Services of Virginia, Inc.	Virginia
Finance One of Washington, Inc.	Washington
Finance One of West Virginia, Inc.	West Virginia
C.I.T. Financial Services Corporation	West Virginia

THIRD: That the directors of this corporation, duly adopted by the unanimous written consent of its members, filed with the minutes of the board on the 15th day of October, 1986, the following resolutions:

RESOLVED, that the Agreement and Plan of Merger between this corporation and the 49 subsidiary corporations set forth in Schedule I to the said Agreement and Plan of Merger, the form of which is attached to this consent, providing for the merger of these 49 subsidiary corporation into this corporation, be and the same hereby is, approved.

RESOLVED, That the First Article of the Certificate of Incorporation be amended to read in its entirety as follows:

1. The name of the corporation is:

MANUFACTURERS HANOVER CS CORPORATION

RESOLVED, That the aforementioned change of name and the agreement and plan of merger shall become effective on December 31, 1986.

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RESOLVED, that the proper officers of this corporation be, and the same hereby are, authorized, empowered, and directed to execute and acknowledge and to cause to be done all other acts or things as, in the judgment of said officers, may be necessary or advisable to carry out the purposes of these resolutions.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be terminated and abandoned by the board of directors of Manufacturers Hanover FS Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Manufacturers Hanover FS Corporation has caused this certificate to be signed by Stephen P. Killough its Senior Vice President and attested by Daniel W. Morton, its Secretary this 8th day of December, 1986.

Manufacturers Hanover FS Corporation

By Stephen P. Killough
Stephen P. Killough
Senior Vice President

ATTEST:

By Daniel W. Morton
Daniel W. Morton
Secretary

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 JUN -2 AM 11:33

Thomas W. Hamilton, Jr.
JUDGE OF PROBATE

STATE OF ALA. JEFFERSON CO.
BESSEMER DIV. I CERTIFY
THIS INSTRUMENT WAS FILED

APR 23 10 35 AM '87

O. H. H. H.
Judge of Probate

STATE OF ALA. JEFFERSON CO.
BESSEMER DIV. I CERTIFY
THIS INSTRUMENT WAS FILED

1987 MAR -2 AM 9:30

O. H. H. H.
Judge of Probate

RECORDING FEES

Recording Fee \$ 27.50

Index Fee 1.00

TOTAL \$ 28.50