## OFFICE OF SECRETARY OF STATE

I, MICHAEL HARKINS, Secretary of State of the State of Delaware, do hereby certify that the Certificate of Merger of the "CITICORP PERSON-TO-PERSON" | FINANCIAL CENTER OF CONNECTICUT, INC.", a corporation organized and existing under the laws of the State of Connecticut, "CITICORP PERSON-TO-PERSON FINANCIAL CENTER, INC.", a corporation organized and existing under the laws of the State of Colorado, "CITICORP MORTGAGE CORPORATION", a corporation organized and existing under the laws of the State of Kentucky, "CITICORP FINANCIAL CENTER, INC.", a corporation organized and existing under the laws of the State of Michigan, "CITICORP PERSON-TO-PERSON FINANCIAL CENTER, INC.", a corporation organized and existing under the laws of the State of Missouri, \*CITICORP PERSON-TO-PERSON FINANCIAL CENTER, INC. \*, a corporation organized and existing under the laws of the State of North Carolina, \*CITICORP PERSON-TO-PERSON MORTGAGE CORPORATION\*, a corporation organized and existing under the laws of the State of Ohio, "CITICORP WASHINGTON FINANCIAL CENTER, INC.", a corporation organized and existing under the laws of the State of Washington, "CITICORP PERSON-TO-PERSON FINANCIAL CENTER, INC.", a corporation organized and existing under the laws of the State of Alabama, "CITICORP PERSON-TO-PERSON FINANCIAL CENTER OF ILLINOIS, INC.", a corporation organized and existing under the laws of the State of 'Illinois, "CITICORP PERSON-TO-PERSON FINANCIAL CENTER, INC.", "CITICORP PERSON-TO-PERSON, INC." and "CITICORP HOMEOWNERS SERVICES, INC.", corporations organized and existing under the laws of the State of Delaware, merging with and into "CITICORP HOMEOWNERS, INC.", a corporation organized and existing under the laws of the State of Delaware, under the name of "CITICORP" MORTGAGE, INC.", was received and filed in this office the twenty-second day of September, A.D. 1987, 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 effective date of the aforesaid Certificate of Merger was September 30, 1987.

and official seal at Dover this twenty-seventh day of October in the year of our Lord one thousand nine hundred and eighty-seven.

STATE OF ALA SHELBY CO. INSTRUMENT WAS FILED

1987 NOV 24 AM 9: 16

JUDGE OF PROBATE

MECORDING FEES

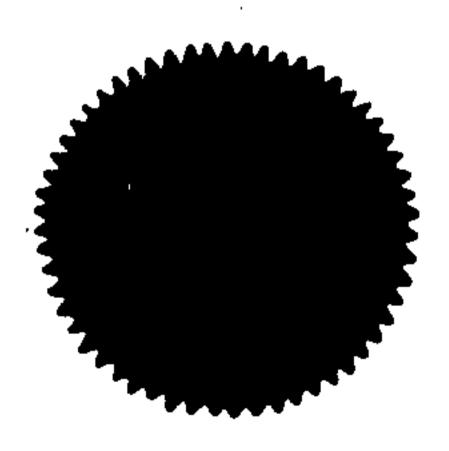
Necording Fee \$ 2.50

Index Fee 1.00

TOTAL \$ 3.50

Tulul Horher

Michael Harkins, Secretary of State



**FORM 124** 

100

PAGE **562** 

52

CATACORPORATION SYSTEM