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CERTIFICATE REGARDING MERGER
Of

STOCKTON, WHATLEY, DAVIN and COMPANY MORTGAGE CORPORATION OF THE SOUTH

and
BANCBOSTON MORTGAGE CORPORATION OF NEW ENGLAND
with and into

BANCBOSTON MORTGAGE CORPORATION

STATE OF FLORIDA)

(COUNTY OF DUNAL)

COUNTY OF DUVAL

Before me the undersigned authority, personally appeared Thomas H. Fish, known to me, who, being by me first duly sworn, deposes and says:

- 1. That he is Senior Vice President, Secretary and General Counsel of BancBoston Mortgage Corporation, a Florida corporation, and is authorized to execute this affidavit on its behalf.
- 2. That, effective January 1, 1988, Stockton, Whatley, Davin & Company, a Florida corporation, Mortgage Corporation of the South, an Alabama corporation, and BancBoston Mortgage Corporation of New England, a Massachusetts corporation, were merged with and into BancBoston Mortgage Corporation.
- 3. Attached hereto and by this reference made a part hereof is a true and correct copy of the Certificate of Merger issued by the Secretary of State of Florida.

Witnesses:

Thomas H. Fish

Kitty Griefin

Roberta S. Lee

Sworn to and subscribed before me this _____ day of January, 1988.

Roberta S. Lee

Notary Public, State of Florida

at Large

My commission expires: December 9, 1989

(Notarial Seal)

pared by and return thas H. Fish t Office Box 44090 ksonville, FL 32231

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Department of State

I certify from the records of this office that Articles of Merger were filed on December 24, 1987, effective January 1, 1988, merging STOCKTON, WHATLEY, DAVIN & COMPANY, a Florida corporation, MORTGAGE CORPORATION OF THE SOUTH, an Alabama corporation, and BANCBOSTON MORTGAGE CORPORATION OF NEW ENGLAND, a Massachusetts corporation which is not authorized to transact business in the State of Florida, into BANCBOSTON MORTGAGE CORPORATION, the surviving Florida corporation.

The document number for the surviving corporation is J33658.

THE STATE OF STATE

Proporting Fee \$ 3.0

TOTAL.

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Given under my hand and the Great Seal of the State of Florida, at Tallahussee, the Capital, this the 4th day of January, 1988.

Jim Smith Secretary of State

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JUDGE OF PROBATE