

Delaware

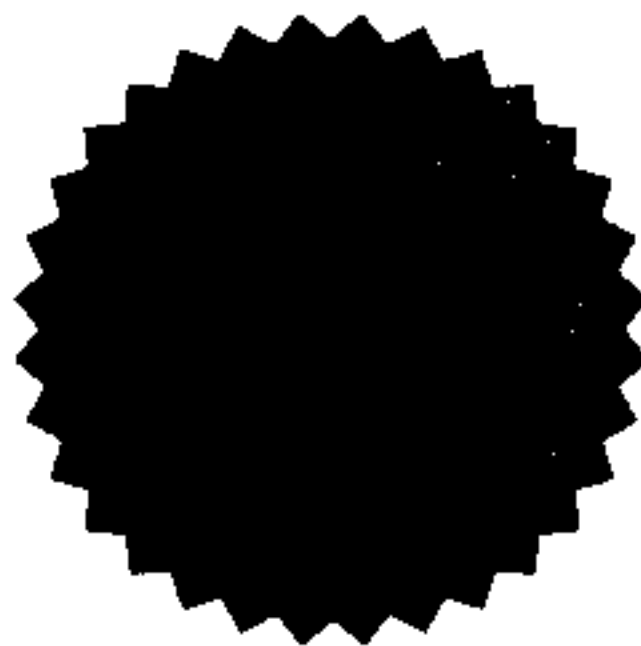
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "FFCA ACQUISITION CORPORATION", FILED IN THIS OFFICE ON THE SECOND DAY OF AUGUST, A.D. 2001, AT 12:30 O'CLOCK P.M.

Inst # 2002-03671

01/22/2002-03671
01:54 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 23.00



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2408002 8100

AUTHENTICATION: 1547413

020013289

DATE: 01-08-02

FFCA ACQUISITION CORPORATION

CERTIFICATE OF DISSOLUTION

Pursuant to Section 275 of the General Corporation Law of the State of Delaware, FFCA Acquisition Corporation, a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is FFCA Acquisition Corporation.
2. The dissolution was authorized on August 1, 2001.
3. The dissolution was duly authorized by the Board of Directors and the stockholders of the Corporation in accordance with the provisions of Section 275 of the General Corporation Law of the State of Delaware.
4. The effective date of dissolution of the Corporation shall be upon filing of this Certificate of Dissolution with the Secretary of State of the State of Delaware.
5. The names and addresses of the director and officers of the Corporation are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Morton H. Fleischer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Christopher H. Volk	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis L. Ruhen	17207 N. Perimeter Dr. Scottsdale, AZ 85255

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Morton H. Fleischer	Chairman of the Board and Chief Executive Officer	17207 N. Perimeter Dr. Scottsdale, AZ 85255

Christopher H. Volk	President, Chief Operating Officer, Assistant Treasurer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
John Barravecchia	Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis L. Ruben	Executive Vice President, General Counsel and Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen G. Schmitz	Executive Vice President, Chief Investment Officer and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Catherine F. Long	Senior Vice President - Finance, Principal Accounting Officer, Assistant Secretary and Assistant Treasurer	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Robin L. Roach	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Harold W. Vinson	Senior Vice President, Property Management	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jon K. Taylor	Senior Vice President, Servicing	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Stephen Y. Schwanz	Senior Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Dennis P. Pepperd	Senior Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Andrew G. Kent	Senior Vice President, Associate General Counsel and Assistant Secretary	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Ronald E. Davis	Vice President, Corporate Communications	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Mark A. Johnson	Vice President and Associate General Counsel	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Mark B. Wood	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Patrick J. Foltes	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
R. Scott Cowan	Vice President, Real Estate Review	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Shelly R. Core	Vice President, Treasury	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Julie N. Dimond	Vice President, Tax	17207 N. Perimeter Dr. Scottsdale, AZ 85255

Shelly Jurek	Vice President and Controller	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Jeffrey M. Fleischer	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Anthony L. Wilson	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Tolin W. Baker	Vice President, Information Systems	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Bruce A. Nichols	Vice President, Research & Underwriting	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Gary J. Naquin	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
William D. Totherow	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Kelly A. Hallford	Vice President, Corporate Finance	17207 N. Perimeter Dr. Scottsdale, AZ 85255
J. Matthew Pearson	Vice President, Servicing	17207 N. Perimeter Dr. Scottsdale, AZ 85255
David B. Barnes	Vice President, Computer Operations	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Catherine E. Cavallaro	Vice President, Software Development	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Martha Davis	Vice President, Property Management	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Mark A. Johnson	Vice President, Associate General Counsel	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Laura T. Mishler	Vice President, Client Services Director	17207 N. Perimeter Dr. Scottsdale, AZ 85255
Peter D. Austin	Vice President, Capital Markets	17207 N. Perimeter Dr. Scottsdale, AZ 85255

IN WITNESS WHEREOF, FFCA Acquisition Corporation has caused this Certificate of Dissolution to be signed in its name and on its behalf by its President and attested by its Secretary on this 1st day of August, 2001, and its President acknowledges under the penalties of perjury that this Certificate of Dissolution is the act and deed of FFCA Acquisition Corporation, and that the matters and facts set forth herein with respect to authorization and approval are true in all material respects.

FFCA ACQUISITION CORPORATION

By 
Christopher H. Volk, President

Attest:


Dennis L. Ruhen, Secretary

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