

State of Idaho

Department of State

AMENDED CERTIFICATE OF AUTHORITY OF

COUNTRYWIDE FUNDING CORPORATION
File Number C 78991

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COUNTRYWIDE FUNDING CORPORATION for an Amended Certificate of Authority to transact business in this State, duly executed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to COUNTRYWIDE HOME LOANS, INC. to transact business in this State under the name COUNTRYWIDE HOME LOANS, INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated: March 20, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned Corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

Mar 20 2 26 PM '96

SECRETARY OF STATE
STATE OF IDAHO
July 9th

1. A Certificate of Authority was issued to the corporation by your office on 19 85, authorizing it to transact business in the State of Idaho under the name of Countrywide Funding Corporation
2. Its corporate name has been changed to Countrywide Home Loans, Inc.
(Note: If the corporation name has not been changed, insert "No change.")
3. The name which it shall use hereafter in the State of Idaho is Countrywide Home Loans, Inc.
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

NO CHANGE

(Note: If no additional purposes are proposed, insert "No change.")

Dated March 12, 1996

Countrywide Home Loans, Inc.
(Corporation Name)

By Gwen J. Eells Gwen J. Eells
Its President/Vice President (please specify)

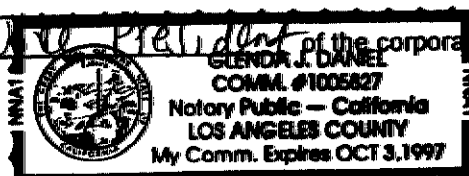
And Anne Pick
Its Secretary/Assistant Secretary (please specify)

STATE OF California,
COUNTY OF Los Angeles ss:

I, Glenda J. Daniel, a notary public, do hereby certify that on this 12th day of March, 19 96, personally appeared before me Gwen J. Eells, who being by me first duly sworn, declared that (s)he is the Senior Vice President of Countrywide Home Loans, Inc.

that (s)he signed the foregoing documents as Senior Vice President of the corporation and that the statements therein contained are true.

Glenda J. Daniel
Notary Public



Secretary of State use only

IDAHO SECRETARY OF STATE
DATE 03/20/1996 0900 47179

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CK #: 42776 CUST# 22931

AMEND CERT

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Office of the Secretary of State
Division of Corporations

State of New York | ss: Department of State

I hereby certify, that the certificate of incorporation of COUNTRYWIDE HOME LOANS, INC. was filed on 03/17/1969, under the name of COUNTRYWIDE FUNDING CORPORATION, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

A Certificate of Amendment COUNTRYWIDE FUNDING CORPORATION, changing name to COUNTRYWIDE HOME LOANS, INC., was filed 03/11/1996.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 13th day of March
one thousand nine hundred and
ninety six
Alexander F. Trenchard
Secretary of State

The seal of the State of New York Department of State is circular. It features the state coat of arms in the center, which depicts a Native American holding a bow and arrow, with a star above. The words "EXCELSIOR" and "1784" are visible on the coat of arms. The outer ring of the seal contains the text "STATE OF NEW YORK" at the top and "DEPARTMENT OF STATE" at the bottom, separated by two stars.

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