

STATEMENT OF CHANGE OF REGISTERED OFFICE

Corp. # 000078991

To the Secretary of State of the State of Idaho:

The undersigned registered agent submits the following statement for the purpose of changing the registered office address of the corporation named below in the State of Idaho.

JUN 9 3 39 PM '95
SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is

COUNTRYWIDE FUNDING CORPORATION

2. The street or RFD address of its present registered office is

877 Main Street, Boise, Idaho 83702-5858

3. The street or RFD address to which its registered office is to be changed is

200 North 23rd Street, Boise, Idaho 83701.

4. The name of its registered agent is

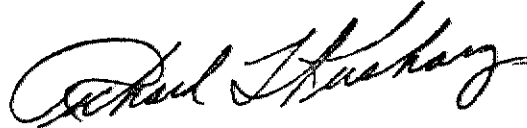
The Prentice-Hall Corporation System, Inc.

5. The address of the registered office and the business address of the registered agent are identical.

6. A copy of the Statement of Change has been mailed to the corporation.

Dated: June 2, 1995

By: The Prentice-Hall Corporation System, Inc.



Richard L. Kushay
Assistant Vice President