

JUN-22-2004 11:54

CT CORPORATION

Division of Corporations

P.01

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822526

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
CITIFINANCIAL MORTGAGE COMPANY, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$148.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE
6/30/04

6/23/04
merger
if

EFFECTIVE DATE
6/30/04

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ARTICLES OF MERGER
(Profit Corporations)

04 JUN 22 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
CitiFinancial Mortgage Company, Inc.	New York	822526

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/ applicable)
CitiFinancial Mortgage Consumer Discount Company	PA	n/a
CitiFinancial Mortgage Industrial Loan Corporation	MN	n/a
CitiFinancial Mortgage Loan Corporation	FL	L43257

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 6 / 30 / 04 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

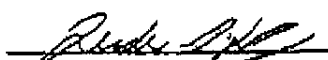
The Plan of Merger was adopted by the board of directors of the surviving corporation on 10/31/03 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/31/03 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignatureTyped or Printed Name of Individual & TitleCitiFinancial Mortgage
Company, Inc.Linda S. DAVIS, Vice PresidentCitiFinancial Mortgage
Consumer Discount CompanyLinda S. DAVIS, Vice PresidentCitiFinancial Mortgage
Industrial Loan CorporationLinda S. DAVIS, Vice PresidentCitiFinancial Mortgage Loan
CorporationLinda S. DAVIS, Vice President

PLAN OF MERGER

FIRST: CitiFinancial Mortgage Company, Inc. organized under the laws of the State of New York, shall merge with and into itself and assume the liabilities and obligations of the following corporations:

CitiFinancial Mortgage Consumer Discount Company
(a Pennsylvania Corporation)

CitiFinancial Mortgage Industrial Loan Corporation
(a Minnesota Corporation)

CitiFinancial Mortgage Loan Corporation
(a Florida Corporation)

The name of the surviving corporation is CitiFinancial Mortgage Company, Inc.

SECOND: On the effective date of the merger all of the issued and outstanding shares of the merging corporations, shall be canceled and no shares of the surviving corporation shall be issued in exchange therefor/

THIRD: The Certificate of Incorporation of CitiFinancial Mortgage Company, Inc. shall be the Certificate of Incorporation of the corporation surviving the merger. No change or amendments shall be made to the Articles of Incorporation because of the merger.

FOURTH: The officers and directors of the corporations who are party to the merger shall be and hereby authorized to do and things necessary and proper to effect the merger.

FIFTH: The merger shall be effective on June 30, 2004.