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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 2, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HOLLIDAY FENOGLIO, L.P.

Ref. Number: B9700000466

We have received your document for HOLLIDAY FENOGLIO, L.P. and check(s) totaling \$782.50. However, your check(s) and document are being returned for the following:

Please note that we have RETURNED your checks totaling \$782.50 which cover the REINSTATMENT, but we have RETAINED the \$61.25 payment sent for the AMENDMENT.

BOTH the amendment and the reinstatement are being returned UNFILED.

The problem is the GENERAL PARTNER.

When this partnership filed with us on September 2, 1997, it named AMRESCO MORTGAGE CAPITAL, INC. (F95000000115) as its general partner.

On 9/23/97, the corporate general partner changed its name to AMRESCO CONSOLIDATION CORP.

On the same date, another corporation called HOLLIDAY FENOGLIO, INC. (F94000004073) changed its name to AMRESCO MORTGAGE CAPITAL, INC.

Both the REINSTATEMENT and AMENDMENT documents you have submitted list AMERESCO MORTGAGE CAPITAL, INC. as the general partner.

EITHER this is a mistake, and the general partner is supposed to be the corporation now known as AMRESCO CONSOLIDATION CORP.

OR the general partner really is a corporation called AMERSCO MORTGAGE CAPITAL, INC., in which case, it is NOT the same corporation that was originally listed as the general partner, and an AMENDMENT would have to be filed to change the general partner to this different corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 298A00053432

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application: The registration application is amended as follows: Hollinay Ferroglio Fowler, LP (Typed or printed name of General Partner signing above) STATE OF **COUNTY OF** appeared before me, who is personally known to me whose identity I proved on the basis of _

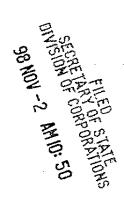
My Commission Expires:



November 5, 1998

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: AMRESCO Mortgage Capital, Inc.



AMENDMENT TO CERTIFICATE OF HOLLIDAY FENOGLIO, L.P.

This amendment will explain that AMRESCO Mortgage Capital, Inc. document number F95000000115 changed its name to AMRESCO Consolidation Corp. on April 24, 1996, Holliday Fenoglio, Inc. document number F94000004073 changed its name to AMRESCO Mortgage Capital, Inc. on January 31, 1998 which is the General Partner for Holliday Fenoglio Fowler, L.P., a Delaware Limited Partnership. We are trying to change the name of Holliday Fenoglio, L.P.(B97000000466) to Holliday Fenoglio Fowler, L.P. in Florida with the General Partner being AMRESCO Mortgage Capital, Inc.

Please let me know if you have any questions, concerning this matter.

Sincerely.

L. Keith Blackwell

Vice President of the

General Partner

LW/pw