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Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**AHMSI REAL ESTATE MANAGEMENT, INC.**

Certificate of Status	0
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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F08000002615

(Document number of corporation (if known))

1. AHMSI Real Estate Management, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 06/12/2008  
(Incorporated under laws of) (Date authorized to do business in Florida)

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**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06/19/2009

5. Power REO Management Services, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

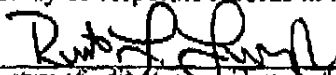
6. If the amendment changes the period of duration, indicate new period of duration.

\_\_\_\_\_  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Texas  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Robert L. Love, Jr.  
(Typed or printed name of person signing)

Vice President  
(Title of person signing)

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

### Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that a certificate of conversion was filed on June 16, 2009, effective June 19, 2009, on behalf of AHMSI Real Estate Management, Inc., a Foreign For-Profit Corporation, converting the entity to Power REO Management Services, Inc., a Texas Domestic For-Profit Corporation, file number 801135134.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 25, 2009.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade  
Secretary of State

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A CORPORATION TO A DELAWARE CORPORATION OF "AHMSI REAL ESTATE MANAGEMENT, INC.", WAS FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2009, AT 11:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE NINETEENTH DAY OF JUNE, A.D. 2009, AT 11:59 O'CLOCK P.M.

4542833 8317

090637773

You may verify this certificate online  
at [corp.delaware.gov/authvar.shtml](http://corp.delaware.gov/authvar.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7375964

DATE: 06-22-09