



F93000002779

ACCOUNT NO. : 072100000032

REFERENCE : 873529 167868A

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
00 OCT 24 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Patricia P. [unclear]

ORDER DATE : October 24, 2000

ORDER TIME : 11:38 AM

ORDER NO. : 873529-005

CUSTOMER NO: 167868A

EFFECTIVE DATE
11/1/00

*Merger &
name
change*

200003436832--2

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Center, Nc0630
Legal Division - Floor Tw-30
Charlotte, NC 28288-0360

ARTICLES OF MERGER

HOMEQ SERVICING CORPORATION

INTO

TMS MORTGAGE INC.

EFFECTIVE DATE: 11/1/00

RECEIVED
00 OCT 24 PM 12:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Door

**02250, 00524, 00672*

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOMEQ SERVICING CORPORATION, a Florida corporation P00000065953

into

**TMS MORTGAGE INC. which changed its name to HOMEQ SERVICING
CORPORATION, a New Jersey entity F93000002779**

File date: October 24, 2000 , effective November 1, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 24, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TMS MORTGAGE INC.
Ref. Number: F93000002779

We have received your document for TMS MORTGAGE INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include a certificate from New Jersey evidencing the name change of the survivor.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 800A00055596

RESUBMIT

Please give original
submission date as file date.

Annette,

This is the merger I spoke to you about.
Can you please file (backdate) to 10/24 with an
effective date of 11/1/00. I'm sorry it took so
long to get the supporting documents from WS.

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

00 NOV -3 AM 8:56

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

Thanks
Andrea

EFFECTIVE DATE

11/1/00

ARTICLES OF MERGER

Merging

HOMEQ SERVICING CORPORATION

(a Florida corporation and referred to
hereafter as the "Merging Corporation")

into

TMS MORTGAGE INC.

(a New Jersey corporation and referred to
hereafter as the "Surviving Corporation")

FILED
00 OCT 24 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The sole shareholder of the Merging Corporation and of the Surviving Corporation approved the Plan as of October 17, 2000.
- (b) The board of directors of the Merging Corporation and the Surviving Corporation approved the Plan as of October 17, 2000.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.

Section 3. Surviving Corporation.

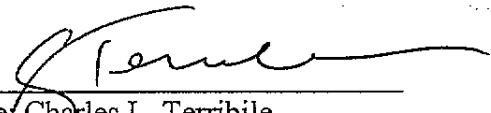
The name of the Surviving Corporation shall, as a result of and at the effective time of the Merger as set forth below, be changed to "HomEq Servicing Corporation".

Section 4. Effective Time.

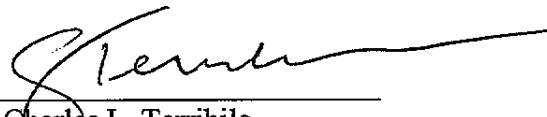
The Effective Time of the Merger shall be at 12:01 A.M. on November 1, 2000.

DATED as of the 18th day of October, 2000.

Surviving Corporation:
TMS MORTGAGE INC.

By: 
Name: Charles L. Terribile
Title: Senior Vice President

Merging Corporation:
HOMEQ SERVICING CORPORATION

By: 
Name: Charles L. Terribile
Title: Senior Vice President

AGREEMENT AND PLAN OF MERGER

Merging

HOMEQ Servicing Corporation

(a Florida corporation and referred to
hereafter as the "Merging Corporation")

into

TMS Mortgage Inc.

(a New Jersey corporation and referred to
hereafter as the "Surviving Corporation")

This Agreement and Plan of Merger (hereafter "Plan") is entered into by and between the Merging Corporation and the Surviving Corporation pursuant to Section 607.1101 of the Florida 1989 Business Corporation Act and Section 14A:10-1 of the New Jersey Business Corporation Act.

Section 1. The Merger.

At 12:01 A.M. on November 1, 2000 (the "Effective Time"), the Merging Corporation shall merge with and into the Surviving Corporation (the "Merger"). At the Effective Time, the separate corporate existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Amendment of Certificate of Incorporation; Bylaws; Directors and Officers.

The name of the Surviving Corporation shall at the time of the merger be changed to "HomeEq Servicing Corporation". The Certificate of Incorporation and Bylaws of the Surviving Corporation in effect immediately prior to the Merger shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation immediately after the Merger; provided, however, that the Certificate of Incorporation of the Surviving Corporation shall be amended to provide that the name of the Surviving Corporation shall be "HomeEq Servicing Corporation". Until their successors are elected and qualified, the directors and officers of the Surviving Corporation immediately prior to the Merger shall be the Directors and Officers of the Surviving Corporation after the Merger.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) All of the outstanding shares of the capital stock of the Merging Corporation shall be canceled, and

- (b) All of the outstanding shares of the capital stock of the Surviving Corporation immediately prior to the Merger shall remain outstanding and shall not be converted, exchanged or in any manner altered by the Merger.
- (c) The Merger shall be authorized in the manner prescribed by the laws of the states of Florida and New Jersey, and the Plan herein made and adopted shall be submitted to the shareholders of the constituent corporations under the provisions of such laws.

Section 4. Effect of Merger.

All of the assets of the Merging Corporation at the Effective Time shall pass to, vest in and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Waiver, Amendment, Termination.

This Plan may be amended at any time prior to the Effective Time by the parties executing a written amendment hereto and may be terminated or abandoned at any time prior to the Effective Time by the parties executing a written termination or abandonment.

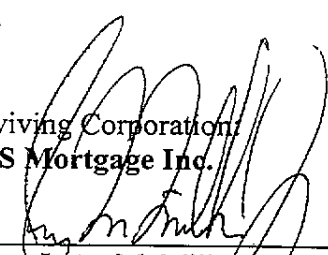
Section 6. Further Assurances.

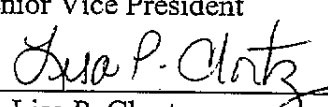
- (a) In the event that the Merger shall have been fully authorized in accordance with the provisions of the laws of the jurisdiction of incorporation of the Merging Corporation and the Surviving Corporation, the Merging Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of such state of incorporation, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.
- (b) The Boards of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan or of the Merger herein provided for.

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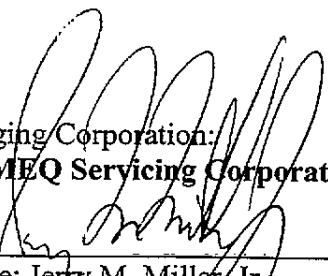
In witness whereof, this Plan has been executed as of the 18th day of October, 2000 by the Merging Corporation and the Surviving Corporation.

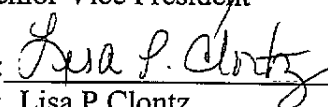
Surviving Corporation:
TMS Mortgage Inc.

By: 
Name: Jerry M. Miller, Jr.
Its: Senior Vice President

Attest: 
Name: Lisa P. Clontz
Its: Assistant Secretary

Merging Corporation:
HOMEQ Servicing Corporation

By: 
Name: Jerry M. Miller, Jr.
Its: Senior Vice President

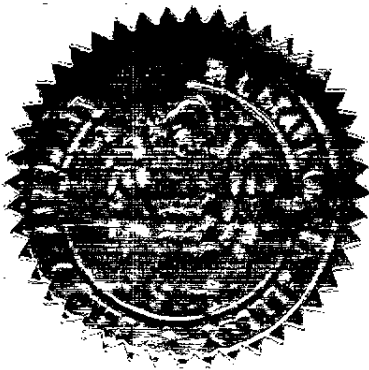
Attest: 
Name: Lisa P. Clontz
Its: Assistant Secretary

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
CERTIFICATE RELATIVE - MERGER WITH NAME CHANGE

TMS MORTGAGE INC.
Changing name in Merger To
HOMEQ SERVICING CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above-named
New Jersey Domestic Profit Corporation
did on the 25th day of October, 2000 file and record
in this department a Certificate of Merger of
Homeq Servicing Corporation
into Tms Mortgage Inc.
changing name in merger to
Homeq Servicing Corporation
which is the surviving corporation. This Certificate is
herein issued as by the statutes of this State required.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
1st day of November, 2000



Roland M Machold

Roland M Machold
Treasurer