

F94000006108

**Florida Department of State
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BASIC AMENDMENT

EMC RESIDENTIAL MORTGAGE CORPORATION

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)

F94000006108

(Document number of corporation (if known))

1. EMC Residential Mortgage Corporation

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 03/17/1994

(Date authorized to do business in Florida)

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? 02/01/2005

5. Bear Stearns Residential Mortgage Corporation

(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.

no change

(New duration)

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

no change

(New jurisdiction)



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

Anthony Villani

(Typed or printed name of person signing)

NOV 19 2004

(Date)

Senior Vice President

(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "EMC RESIDENTIAL MORTGAGE CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BEAR STEARNS RESIDENTIAL MORTGAGE CORPORATION", THE FIFTEENTH DAY OF NOVEMBER, A.D. 2004, AT 2:03 O'CLOCK P.M.

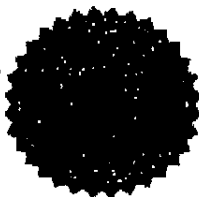
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

2386530 8320

040847407

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3498364

DATE: 11-23-04