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April 9, 1997

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

To whom it may concern:

Enclosed please find the following:

- 1) The Articles of Amendment to Articles of Incorporation for Countrywide Financial, Inc.; and
- 2) Filing fee in the amount of \$35.00.

Should you require any additional information, please do not hesitate to contact the undersigned. Thank you for your attention to this matter.

cityfirst/general/country.amd

Sincerely yours,

And Mold Joylor 97 APR
Jana Gold Taylor

AHII: 36

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 14 AM11: 36

COUNTRYWIDE FINANCIAL, Inc.	
(present name)	•

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME OF CORPORATION
COUNTRYWIDE, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

•		2/2/97
THIRD:	The	date of each amendment's adoption: 2/21/97
		doption of Amendment(s) (CHECK ONE)
	W	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	a	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient
		for approval by voting group
		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
		shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	S	igned this day 21 of February, 19 57
		(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
Signa	ture	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Typed or printed name
		President
		Title