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TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

600002992466-3
-09/21/99--01050--013
*****35.00 *****35.00

CORPORATION(S) NAME

Name Change

The Patrician Mortgage Company
to:

PMC Financial Services, Inc.

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DEPARTMENT OF REVENUE
DIVISION OF STATE FINANCE
TALLAHASSEE, FLORIDA

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CONNIE BRYAN

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

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TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. The Patrician Mortgage Company
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: District of Columbia
3. Date authorized to do business in Florida: 11-18-88

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?

March 21, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

PMC Financial Services, Inc.

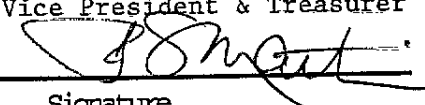
6. If the amendment changes the period of duration, indicate new period of duration.

N/A

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

N/A

Helen Sue Martin
Senior Vice President & Treasurer



Signature
Name and Title

September 15, 1999

Date

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of ***AMENDMENT & RESTATEMENT*** is hereby issued to

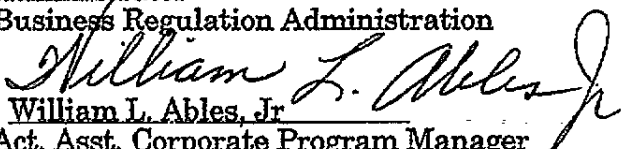
THE PATRICIAN MORTGAGE COMPANY

***Name Change To
PMC FINANCIAL SERVICES, INC.***

as of ***March 21st, 1997*** .

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration


William L. Ables, Jr.
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE PATRICIAN MORTGAGE COMPANY

TO: D.C. Department of Consumer and Regulatory Affairs, Corporation Division
614 H Street, N.W., Washington, D.C. 20001

I, the undersigned natural person of the age of eighteen years or more, authorized to act on behalf of the corporation described below, present the following Amended and Restated Articles of Incorporation duly proposed and adopted by the Board of Directors of the corporation with the affirmative vote of all of the shareholders of the corporation in accordance with all applicable provisions of Title 29, Chapter 3 of the D.C. Code, as amended:

FIRST: The name of the corporation is revised to be: **PMC Financial Services, Inc.** [The original corporate name of the corporation was The Patrician Mortgage Company and it was created pursuant to Articles of Incorporation dated April 1, 1985, as amended by Articles of Amendment dated July 19, 1985, July 29, 1985 and October 9, 1985.]

SECOND: The period of its duration is: Perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. To engage in the business of providing consultation services, project analyses, and economic and business investigation and evaluation.
2. To originate, broker or arrange financing for real or personal property, to guarantee in whole or in part such financing or to arrange for such guarantees, to place or sell mortgages on real or personal property, to service and/or monitor such mortgages for others and otherwise to engage in a general mortgage origination, placement and/or servicing business.
3. To acquire, own, use, invest in, convey and otherwise dispose of and deal in real or personal property or any interest therein.
4. To do all and everything necessary, suitable and proper for the accomplishment of the above purposes, either alone, through subsidiary corporations, or in association or partnership with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with, the aforesaid purposes or any part thereof provided the same be not inconsistent with the laws of the District of Columbia.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue shall to 5,000 shares consisting of one class of common stock only, the par value of each of said shares shall be \$1.00 per share. All other classes or types of stock which previously may have been authorized by the corporation have been retired and cancelled prior to the date hereof. The minimum amount of capital with which the corporation shall commence business shall be not less than \$1,000.

FILE 3

MAR 21 1997

FIFTH: The preferences, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class are: None.

SIXTH: No shareholder shall have any preemptive right to acquire additional shares of the corporation.

SEVENTH: The provisions for the regulation of the internal affairs of the corporation are:

1. In addition to other powers conferred by law upon the board of directors, the board of directors is hereby expressly authorized and empowered:

a. To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the board of directors, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after-acquired property;

b. To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;

c. To issue stock of the corporation for such consideration as may be required by law;

d. To redeem stock of the corporation for such consideration as it may determine in its discretion in accordance with law.

2. No contract or other transaction between this corporation and any other person, firm or corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other firm, or corporation; any directors, individuals or any firm of which any director may be a member, may be a party, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firms so interested shall be disclosed or shall have been known to the board of directors or a majority thereof; and any director of this corporation who is also director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER
AND REGULATORY AFFAIRS

I hereby certify that this is a true
and complete copy of the document
filed in this office, the Corporations
Division of the Business Regulation
Administration, and that this docu-
ment was admitted to record in
File #. 884458

AUTHORITY

Date of Certification 9/20 1999

Act Asst.

Superintendent of Corporations

By [Signature]