





CSC

CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 626164 7923119

AUTHORIZATION : *[Handwritten Signature]*

COST LIMIT : \$ 35.00

ORDER DATE : April 26, 2013

ORDER TIME : 3:19 PM

ORDER NO. : 626164-045

CUSTOMER NO: 7923119

FOREIGN FILINGS

NAME: SECURITY ONE LENDING

CORPORATE  
 LIMITED PARTNERSHIP  
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_



A0739518

2935464

CERTIFICATE OF AMENDMENT OF  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SECURITY ONE LENDING

FILED *[Signature]*  
Secretary of State  
State of California

APR 16 2013

*Lu*

Torrey Larsen and William Trask hereby certify that:

1. They are the duly elected and acting President and Secretary respectively of said corporation.
2. Article FIRST of the Articles of Incorporation of this corporation is amended to read in full as follows:


EFFECTIVE  
DATE  
APR 30 2013

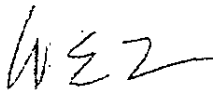
FIRST: The name of this corporation is Ditech Mortgage Corp (the "Corporation").

3. The foregoing amendment of Articles of Incorporation is to become effective on April 30, 2013 pursuant to California Corporations Code section 110(c).
4. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
5. The foregoing Certificate of Amendment has been duly approved by the required vote of the shareholders of this Corporation in accordance with Section 902 of the California General Corporation Law. The total number of outstanding common shares entitled to vote with respect to the foregoing Certificate of Amendment was eight hundred three thousand three hundred eighty (803,380) shares. The total number of outstanding Series B Preferred Stock entitled to vote with respect to the foregoing Certificate of Amendment was two thousand three hundred three and 1/10 (2303.1) shares. The total number of outstanding Series C Preferred Stock entitled to vote with respect to the foregoing Certificate of Amendment was eighty-six thousand sixty-eight (86,068) shares. The total number of outstanding Series C-1 Preferred Stock entitled to vote with respect to the foregoing Certificate of Amendment was two hundred forty-five thousand one hundred ninety (245,190) shares. The following votes of the classes and series were obtained: 1) a majority of the Common Stock voting as a class, 2) a majority of the Preferred Stock voting as a class, and 3) a majority of the Series B Preferred Stock and Series C-1 Preferred Stock voting separately as a class. No shares of Series A Preferred Stock were outstanding.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on  
2013.


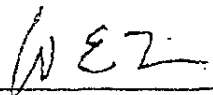
*April 15,*

  
\_\_\_\_\_  
Torrey Larsen, President

  
\_\_\_\_\_  
William Trask, Secretary

The undersigned, Torrey Larsen and William Trask, the President and Secretary, respectively of Security One Lending, each declares under penalty of perjury that the matters set forth in the foregoing Certificate are true of his own knowledge.

Executed at San Diego, California, on April 15, 2013.

  
\_\_\_\_\_  
Torrey Larsen  
\_\_\_\_\_  
William Trask



I hereby certify that the foregoing  
(name) of \_\_\_\_\_  
is a full, true and correct copy of the  
original record in the custody of the  
Commonwealth Secretary of State's office.

APR 10 2013

Date: \_\_\_\_\_

*Johnathan*  
JOHNATHAN, Secretary of State