

Filing fee: \$75.00

**APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF**

..... Countrywide Funding Corporation

To the Secretary of State
of the State of Rhode Island

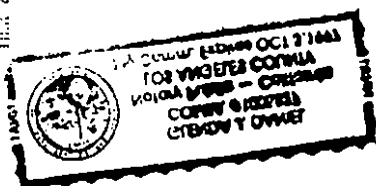
Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on July 14th , 1986 , authorizing it to transact business in Rhode Island under the name of Countrywide Funding Corporation

SECOND: The corporate name of the corporation has been changed to Countrywide Home Loans, Inc. (If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is Countrywide Home Loans, Inc.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No change (If no other or additional purposes are proposed, insert "No change.")



FILED
MAR 20 1993
By 158031

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (See §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state: No change)

Number of
Shares

Class

Series

Par Value per Share
or Statement that
Shares are without
Par Value

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 210,000,000
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$ 90,000
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$ 30,000,000,000
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 80,000,000

Dated March 12, 1996

Countrywide Funding Corporation

By Steven J. Ellis
Its Sr. Vice President

and [Signature]
Its Asst. Secretary

STATE OF California
COUNTY OF Los Angeles } SC.
At Pasadena

of March 1996 in said County on the 12th day
J. Ellis before me personally appeared Gwen
Senior Vice President, who being by me first duly sworn, declared that he is the
of Countrywide Home Loans, Inc.
that he signed the foregoing document as such Senior Vice President
of the corporation, and that the statements therein contained are true.



Glenda J. Daniel
Notary Public

*State of New York } ss:
Department of State*

I hereby certify that I have compared the annexed copy of the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on MAR 1 1996



Alexander F. Dueschler
Secretary of State

DOS-200 (Rev. 1/95)

FIRST: The name of the corporation is
Countrywide Home Loans, Inc.

FIFTH: The foregoing amendment to the certificate of incorporation of the corporation was authorized by the consent in writing of all the members of the Board of Directors of the corporation, followed by the written consent of the holder of all of the outstanding shares of the corporation entitled to vote on the said amendment of the certificate of incorporation.

IN WITNESS WHEREOF, we have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury that the statements contained herein have been examined by us and are true and correct.

Dated: 2/14/96

Gwen J. Eells
Gwen J. Eells,
Senior Vice President

Anne Pick
Anne Pick,
Assistant Secretary

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