

State of Minnesota

0955696

SECRETARY OF STATE

Certificate of Merger

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: An Agreement and Plan of Merger between the following corporations has been approved pursuant to the procedures required by the chapter indicated. The Agreement and Plan of Merger was filed in this office on this date. Each of the merging corporations have been merged into the surviving corporation listed below on the effective date listed below.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Incorporation and Names of Merging Corporations:

MN: Metropolitan Financial Mortgage Corporation

USA: Metropolitan Federal Bank, fsb

State of Incorporation and Name of Surviving Corporation:

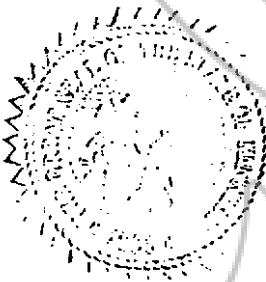
USA: Metropolitan Federal Bank, fsb

Effective Date of Merger: June 18, 1991

Name of Surviving Corporation After Effective Date of Merger:

Metropolitan Federal Bank, fsb

This Certificate has been issued on: June 18, 1991.



Joan Anderson Grove
Secretary of State.

000-4965 02 39000011

NO OTHERS TO BE RECORDED

0955696

STATE OF MINNESOTA
 COUNTY OF RAMSEY
 OFFICE OF THE REGISTRAR OF TITLES
 THIS IS TO CERTIFY THAT THE WITHIN INSTRUMENT WAS FILED IN MY OFFICE AT ST. PAUL, MINN. ON THE 19 DAY OF Aug 1991 AT 10 O'CLOCK P. M.
 LOU MCKENNA
 REGISTRAR OF TITLES
 BY M. McKenna

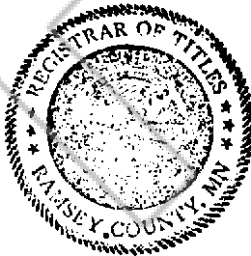
Copy	
Fee	375.00
Register	15
Tract Index	
Tract	
Tract Co.	
Code #	0830

Handwritten notes: 15, 100, 100, 100, 100, 100

097327

FILED AND RECORDED AT REQUEST OF
Metro. Finance Corp.
Sept. 3, 1991
 AT 1 MINUTES PAST 1 O'CLOCK
P. M. IN ROOM 98 OF OFFICE
 RECORDS, PAGE 116 LINCOLN
 COUNTY, NEVADA.

Handwritten signature: Yvonne...



I, Lou McKenna, Ramsey County
 Registrar of Titles, Minnesota,
 do hereby certify that the
 attached instrument consisting
 of 2 pages is a true and
 correct copy of the original
 on file and of record in my
 office.

Dated this 19th day of Aug, 1991
 LOU MCKENNA, REGISTRAR OF TITLES
 By E. Madden Deputy

DEPARTMENT OF STATE
 I hereby certify that this is a
 true and correct copy of the
 document has filed for record in
 this office.
 DATED August 2, 1991
James L. ...
 Secretary of State
 BY ...

BOOK 98 PAGE 117