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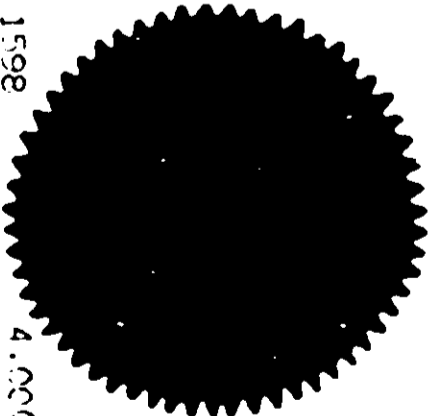
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State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
 Certificate of Merger of the "FIRST MORTGAGE INVESTORS", an unincorporated association
 organized and existing under the laws of the Commonwealth of Massachusetts, merging
 with and into the "FMI PROPERTIES CORP.", a corporation organized and existing under the
 laws of the State of Delaware, under the name of "FMI PROPERTIES CORP.", as received and
 filed in this office the twenty-ninth day of December, A.D. 1980, at 3:30 o'clock P.M.
 And I do hereby further certify that the aforesaid Corporation shall be governed
 by the laws of the State of Delaware.

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FORM 121



In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this second *day*
of March *in the year of our Lord*
one thousand nine hundred and eighty-one.

Glenn C. Kenton

Glenn C. Kenton, Secretary of State

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