

CERTIFIED COPY OF FIRST AMENDED AND
RESTATED DECLARATION OF TRUST
OF WELLS FARGO MORTGAGE INVESTORS

I, the undersigned, Peter A. Snowden, Secretary of Wells Fargo Mortgage Investors, a Massachusetts business trust ("Trust"), hereby certify that the attached conformed copy of the First Amended and Restated Declaration of Trust of Wells Fargo Mortgage Investors ("Declaration") is a true and complete copy of the Declaration as executed on April 29, 1970, and recorded April 30, 1970, with Suffolk Deeds, Boston, Massachusetts, book 8361, page 276, which Declaration has not been amended or modified and is in full force and effect as of this date.

IN WITNESS WHEREOF, this certification has been signed on behalf of this Trust and the seal of such Trust has been affixed by its duly authorized secretary as of the 7th day of November, 1972.


Peter A. Snowden, Secretary

SEAL


