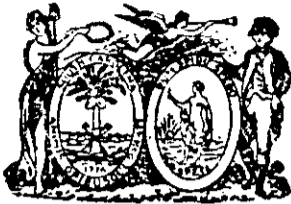


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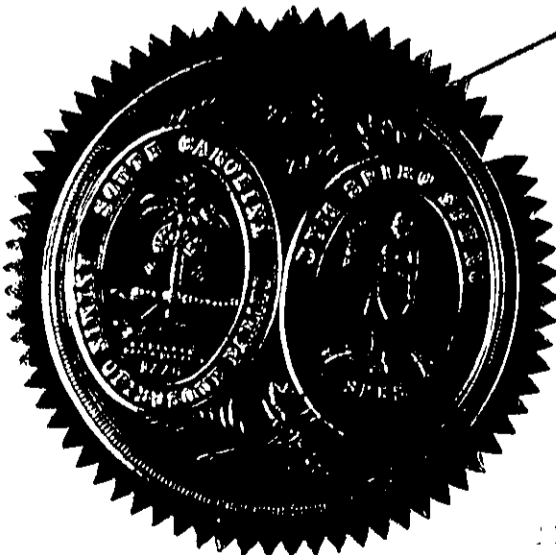
State of South Carolina



Office of the
Secretary of State

I, O. Frank Thornton, Secretary of State of the
State of South Carolina, hereby certify: THAT THE

ATTACHED MERGER AGREEMENT BETWEEN "AMERICAN MORTGAGE & INVESTMENT
COMPANY", A SOUTH CAROLINA CORPORATION, "FIDELITY INVESTMENT
CORPORATION", A SOUTH CAROLINA CORPORATION AND "PARK INVESTMENT
COMPANY", A SOUTH CAROLINA CORPORATION, BY WHICH "FIDELITY INVEST-
MENT CORPORATION" AND "PARK INVESTMENT COMPANY" ARE MERGED INTO
"AMERICAN MORTGAGE & INVESTMENT COMPANY", THE SURVIVING CORPORATION
WITH AN AUTHORIZED CAPITAL STOCK OF ONE HUNDRED EIGHTY-FIVE
THOUSAND (\$185,000.00) DOLLARS DIVIDED INTO ONE MILLION EIGHT
HUNDRED AND FIFTY THOUSAND (1,850,000) SHARES OF THE PAR VALUE OF
TEN (100) CENTS PER SHARE IS A TRUE AND CORRECT COPY AS TAKEN FROM
AND COMPARED WITH THE MERGER AGREEMENT NOW ON FILE IN THIS OFFICE.
THE SAID MERGER AGREEMENT, IN ACCORDANCE WITH THE SOUTH CAROLINA
LAW, NOW BEING THE CHARTER OF "AMERICAN MORTGAGE & INVESTMENT
COMPANY" WITH THE PRINCIPAL PLACE OF BUSINESS AT CHARLESTON, S.C.
ALL OF WHICH IS DULY CERTIFIED AS SHOWN BY DOMESTIC CORPORATION
FILE NUMBER 36943.



Given under my Hand and the Great Seal
of the State at Columbia this 20th day
of JULY, A. D., 19 62,
and in the one hundred and 86th
year of the Independence of the United States
of America.

O. Frank Thornton

O. Frank Thornton
Secretary of State