

CERTIFICATE OF AMENDMENT
of
CERTIFICATE OF INCORPORATION
of
MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

Mortgage Electronic Registration Systems, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST, that the amendment to the Certificate of Incorporation of the Corporation set forth below was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and has been consented to in writing by the stockholders in accordance with Section 228 of the General Corporation Law of the State of Delaware.

SECOND, that Article I of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

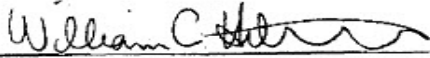
"The name of the corporation (the "Corporation") is MERSCORP, Inc."

THIRD, this Certificate shall become effective at 12:01 a.m. on January 1, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by William C. Hultman, its Vice-President, on this 30th day of December, 1998.

MORTGAGE ELECTRONIC REGISTRATION SYSTEMS, INC.

By: _____



William C. Hultman
Vice-President

TRADEMARK
REEL: 002731 FRAME: 0200