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R.M.F. \$

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Secretary's Certificate

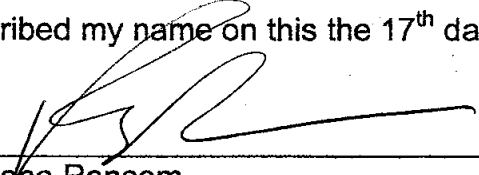
MICKI UTSLER
RECORDER
MADISON COUNTY, IOWA

I, Ruana Ransom, Vice President of Wachovia Bank of Delaware, National Association, hereby certify that:

COMPUTER
RECORDED
COMPARED

- 1. Effective April 1, 2002, First Union National Bank of Delaware changed its name to Wachovia Bank of Delaware, National Association as evidenced by the attached true and correct copy of the letter from the Comptroller of the Currency.

In Witness Whereof, I have hereunto subscribed my name on this the 17th day of April 2002.

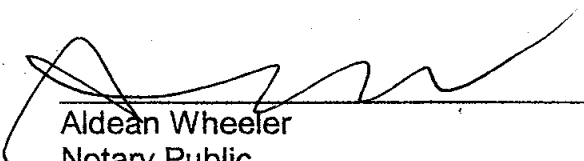


Ruana Ransom
Vice President

STATE OF IDAHO
COUNTY OF BONNEVILLE

On this, 17th of April, 2002, before me the subscriber, a Notary Public, authorized to take acknowledgements for the State and County Aforesaid, personally appeared Ruana Ransom who acknowledged herself to be the Vice President of Wachovia Bank of Delaware, National Association, a corporation, and that she as such officer, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by herself as Ruana Ransom.

ALDEAN WHEELER
NOTARY PUBLIC
STATE OF IDAHO



Aldean Wheeler
Notary Public

My Commission Expires: August 12, 2005

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IA
MADISON
FM946B



Comptroller of the Currency
Administrator of National Banks

Large Bank Licensing, LIC #7-13
Washington, DC 20219

April 4, 2002

Ms. Courtney D. Allison
Assistant General Counsel
Legal Division
Wachovia Corporation
301 South College Street (NC0630)
Charlotte, North Carolina 28288-0630

Dear Ms. Allison:

This is to confirm that the Office of the Comptroller of the Currency (OCC) received your March 28, 2002 letter concerning the title change by First Union National Bank of Delaware accompanied by the appropriate amendment to the Bank's articles of association. The OCC has recorded that as of April 1, 2002, the title of First Union National Bank of Delaware, Wilmington, Delaware, Charter Nr. 22559, was changed to Wachovia Bank of Delaware, National Association.

As a result of the Garn-St. Germain Depository Institutions Act of 1982, the OCC is no longer responsible for the approval of national bank name changes nor does it maintain official records on the use of alternate titles. The retention of the rights to any previously used title is the responsibility of the Bank's board of directors. Legal counsel should be consulted to determine whether or not the new title, or previously used title, could be challenged by competing institutions under the provisions of federal or state law.

This letter, and the activities and communications by OCC employees in connection with the change of title, do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the U.S., any agency or entity of the U.S., or an officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

Sincerely,

Richard T. Erb
Licensing Manager

2002-ML-04-0002
