

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
PHH Mortgage Services Corporation
(For Use by Domestic Corporations Only)

CGN
FILED
NOV 24 1997
LONNA B. ROOAS
Secretary of State

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. The name of the corporation is PHH Mortgage Services Corporation
- 2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 14th day of November, 1997.

Resolved, that Article ~~First~~ of the Certificate of Incorporation be amended to read as follows:
"First: The name of the Corporation is Cendant Mortgage Services Corporation"

- 3. The number of shares entitled to vote upon the amendment was 1000

If the shares of any class or series are entitled to vote thereon as a class, set forth below the designation and number of shares entitled to vote thereon of each such class or series. (Omit if not applicable.)

(Use the following paragraph if amendment adopted by shareholders at a meeting)

- 4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively.)

<u>Number of Shares Voting For Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
1000	

(Use the following paragraph if the amendment was adopted by the written consents of the shareholders without a meeting, in the manner authorized by N.J.S. Sec. 14A:5-6)

- 4. That in lieu of a meeting and vote of the shareholders and in accordance with the provisions of Section 14A:5-6, the amendment was adopted by the shareholders without a meeting pursuant to the written consents of the shareholders and the number of shares represented by such consents is 1000 shares. (If any class or series are entitled to vote as a class, set forth the number of shares of any class or series entitled to vote as a class and indicate that the amendment was also approved by the written consent of that class of shareholders and the number of shares of said class or series represented by the consents.)

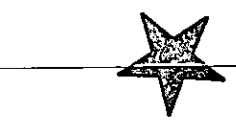
If the amendment is accompanied by a reduction of stated capital, the following clause may be inserted in the Certificate of Amendment, in lieu of filing a Certificate of Reduction under Section 14A:7-19 Corporations, General, of the New Jersey Statutes. (Omit this clause if not applicable.)

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Returned To: Deugherty Law Firm
801 North Avenue
Norwalk, Ia 50211 0100051189



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5. The stated capital of the corporation is reduced in the following amount: _____
The manner in which the reduction is effected is as follows:

The amount of stated capital of the corporation after giving effect to the reduction is \$ _____
(Must be set forth in dollars.)

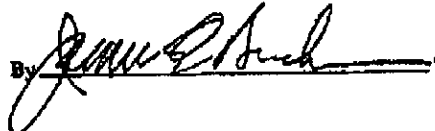
6. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable.)

(Use the following only if an effective date, not later than 30 days subsequent to the date of filing is desired.)

7. The effective date of this Amendment to the Certificate of Incorporation shall be
January 1, 1998

Dated this 17th day of November, 1997

PHM Mortgage Services Corporation
(Corporate Name)

By 

James E. Buckman Executive Vice
President
(Type or Print Name and Title)

(*May be executed by the chairman of the board, or the president, or a vice president of the corporation.)

Mail to: Secretary of State, CN-308, Trenton, NJ 08625

TYPE ALL INFORMATION EXCEPT SIGNATURE

/ * / Title 14A:1-6(5) New Jersey Business Corporation Act (File in DUPLICATE)

/ / Title 15A:1-7(e) New Jersey Nonprofit Corporation Act (File in TRIPLICATE)

CERTIFICATE OF CORRECTION OF:

Corporation Name: PHH Mortgage Services Corporation

Corporation Number: 0100-0511-89
(For use by Domestic, Foreign, Profit and Nonprofit Corporations)

The undersigned hereby submits for filing a Certificate of Correction executed on behalf of the above named Corporation, pursuant to the provisions of the appropriate Statute, checked above, of the New Jersey Statutes.

1. The Certificate to be corrected is:

See 1 in Addendum

Date Filed: November 24, 1997


2. The inaccuracy in the Certificate is (indicated inaccuracy or defect):

The name of the corporation should be changed to Cendant Mortgage Corporation and not Cendant Mortgage Services Corporation, as was indicated on the Certificate of Amendment in error.

3. The Certificate of Correction hereby reads as follows:

Resolved, that Article First of the Certificate of Incorporation be amended to read as follows: "First: The name of hte Corporation is Cendant Mortgage Corporation"

Signature: _____



Name: James E. Buckman

Title: Executive Vice President

Date: December 5, 1997

(Must be Ch. of Bd., Pres. or Vice Pres.)

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

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LONNA R. HOOKS
Secretary of State

Addendum

1. **Certificate of Amendment of the Certificate of Incorporation**

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

PHH MORTGAGE CORPORATION

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of amendment name change
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
13th day of July, 2006

Bradley Abelow

Bradley Abelow
State Treasurer