

Delaware

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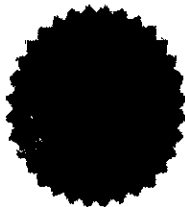
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CONSECO FINANCE SERVICING CORP." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CONSECO FINANCE SERVICING CORP." TO "GREEN TREE SERVICING LLC", FILED IN THIS OFFICE ON THE NINTE DAY OF JUNE, A.D. 2003, AT 1:34 O'CLOCK P.M.

RECEIVED

MAR 07 2007

Rapid City Growth
Management Department



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2458190 8100V

AUTHENTICATION: 2460633

Harriet Smith Windsor, Secretary of State

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DATE: 06-09-03

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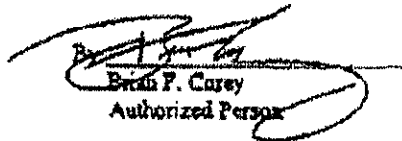
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STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO
A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266
OF THE DELAWARE GENERAL
CORPORATION LAW.

This Certificate of Conversion of CONSECO FINANCE SERVICING CORP., dated and effective as of June 9, 2003, is being duly executed and filed by the undersigned, as an authorized person, to convert a corporation to a limited liability company under the Delaware General Corporation Law (§ Del.C. § 266).

1. The name of the corporation is Conseco Finance Servicing Corp.
2. The original name of the corporation as set forth in its original Certificate of Incorporation is Green Tree Financial Servicing Corp.
3. The original Certificate of Incorporation of Conseco Finance Servicing Corp. was filed with the Secretary of State of the State of Delaware on December 5, 1994.
4. The name of the limited liability company into which Conseco Finance Servicing Corp. shall be converted is Green Tree Servicing LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.



Brad P. Carey
Authorized Person

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Management Department

State of Delaware
Secretary of State
Division of Corporations
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Delaware

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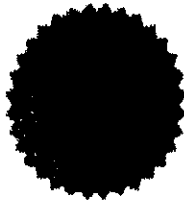
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GREEN TREE SERVICING LLC" FILED IN THIS OFFICE ON THE NINTH DAY OF JUNE, A.D. 2003, AT 1:34 O'CLOCK P.M.

RECEIVED

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Rapid City Growth
Management Department



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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Harriet Smith Windsor, Secretary of State



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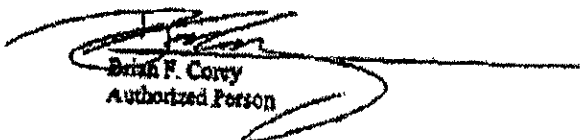
**CERTIFICATE OF FORMATION
OF
GREEN TREE SERVICING LLC**

This Certificate of Formation of GREEN TREE SERVICING LLC, dated and effective as of June 9, 2003, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Green Tree Servicing LLC.

SECOND. The address of its registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Brian F. Corry
Authorized Person

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Management Department

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State of Delaware
Secretary of State
Division of Corporations
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CONSENT TO USE OF NAME

Green Tree Servicing Corp., a corporation formed under the laws of the State of Delaware, hereby consents to the formation of Green Tree Servicing LLC as a limited liability company under the laws of the State of Delaware.

IN WITNESS WHEREOF, Green Tree Servicing Corp. has caused this consent to be executed by its President this 6th day of June, 2003.

Green Tree Servicing Corp.

By: 
Randal A. Nardone
President

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Rapid City Growth
Management Department

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