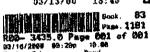
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South Dakota Economic Development Finance Authority of 711 East Wells Avenue, Pierre, South Dakota 57501, for good and valuable consideration, grants, conveys, and warrants to Conseco Finance Servicing Corp. of 300 Landmark Towers, 345 St. Peter Street, Saint Paul, Minnesota 55102, the following described real estate in the County of Pennington in the State of South Dakota:

Lot 1 of Block 3 of Rushmore Regional Industrial Park located in E1/2 of Section 4, T1N, R8E, BHM, in the City of Rapid City, Pennington County, South Dakota, as shown on the plat filed in Plat Book 23, Page 143, subject to easements, covenants, restrictions and reservations of record; together with all buildings, improvements, and appartenances located thereon, reserving, however, to the State of South Dakotz right-of-way for irrigation ditches, canals, etc., as provided by SDCL § 5-4-2, and subject to reservations and rights relating to deposits of coal, ores, metals and other minerals, asphaltum, oil, gas and other like substances, provided by SDCL §§ 5-7-3 to 5-7-6, inclusive, and SDCL § 5-2-12, and in any law of the State of South Dakota reserving rights of any kind in the State or any of its departments, institutions, subdivisions, funds or accounts.

Exempt from transfer fee pursuant to SDCL § 43-4-22(2).

Dated this 14 day of March, 2000.

NO SEAL AFFIXED

SOUTH DAKOTA ECONOMIC DEVELOPMENT FINANCE AUTHORITY

STATE OF SOUTH DAKOTA)

. 58 COUNTY OF PENNINGTON)

On this the 14 day of March, 2000, before me personally appeared Richard Rylance, known to me to be the Secretary of the South Dakota Economic Development Finance Authority, the entity that is described in and that executed the within instrument, and acknowledged to me that such entity executed the same.

IN WITNESS WHERE POLICE must be my hand and official scal.

in hatedwill SEAL. Notary Public - South Dakota My commission expires:

JA DAK

MY COMMISSION EXPIRES JUNE 1, 2003

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Rapid City Growth Management Department

Delaware

PAGE :

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 PINANCE 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.



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Darriet Smith Hindson. Harriet Smith Windson, Secretary of State

AUTHENTICATION: 2460633

Harrist Smith Windson, Secretary of State

DATE: Ub-U9-U3

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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 Cortificate of Conversion of CONSECO FINANCE SERVICING CORP., dated and effective as of June 9, 2003, is being duly executed and filed by the underzigned, as an authorized parson, to convert a corporation to a limited liability company under the Delaware General Corporation Law (3 Del.C. § 266).

- t. The name of the corporation is Conseco Finance Servicing Corp.
- The original name of the corporation to set forth in its original Certificate of Incorporation is Green Tree Financial Servicing Corp.
- 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.
- The conversion has been approved in accordance with the provisions of Section 266 of the Delaware General Corporation Law.

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

DE P. Carey

Authorized Person

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PAGE 2

The First State

I, HARRIET SMITE 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.

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Harriet Smith Hindan

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AUTHENTICATION: 2460 533 Harriot Smith Windson, Secretary of State

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CERTIFICATE OF FORMATION

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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 Delawate Limited Liability Company Act (6 Del.C. § 12-101, 51 201).

Tree Servicing LLC.

The came of the limited liability company formed hereby is Green

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

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

Authorized Person

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Management Department

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CONSENT TO USE OF NAME

Green Tree Servicing Cosp., a composition 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 6^{th} day of June, 2003.

Green Tree Servicing Corp.

By:

Randal A. Nartione

President

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