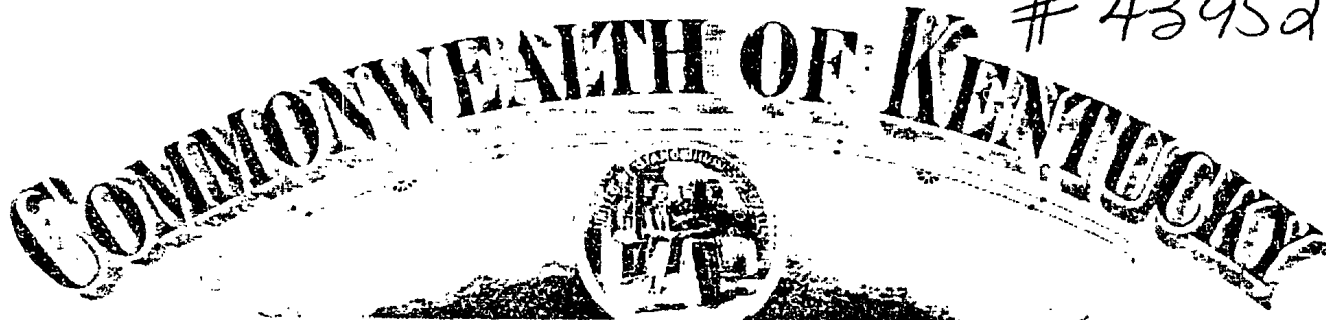


439528



JOHN Y. BROWN III
SECRETARY OF STATE
CERTIFICATE OF ASSUMED NAME

RECEIVED & FILED
Oct 6 10 38 AM '97
JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY

THIS CERTIFIES THAT THE ASSUMED NAME OF Resource One Mortgage

has been adopted by Resource One Consumer Discount Company, Inc.

(Real Name - 365.015(1))

which is the REAL NAME of the

General Partnership X Corporation

Business Trust Limited Partnership Joint Venture

[YOU MUST CHECK ONE]

*** Sole proprietorships ARE NOT filed with the Secretary of State***

organized and existing in the state of Pennsylvania, and whose address is
2300 E. Lincoln Highway, Suite 609, Langhorne, PA 19047

This Certificate of Assumed Name is Signed By:

Stephen P. Killough
Name Stephen P. Killough

Vice-President
Title

Name

Title

Name

Title

Name

Title

Name

Title

Name

Title

ACKNOWLEDGEMENT

State of Pennsylvania County of Bucks

I, Arlene A. Yaffe, notary public, do hereby certify that on this

1st day of October, 19 97, personally appeared before me

Stephen P. Killough, who being by me first duly sworn, declared that

he/they is/are the Vice-President of Resource One Consumer Discount

Company, Inc., and that he/they signed the foregoing document on behalf of the

corporation/partnership/trust/or joint venture.

My Commission Expires 3rd day of April, 2001.

(See Reverse side for Instructions)

SSC-226 (8-92)

(KY. - 1520 - 8/16/96)

CT system

Arlene A. Yaffe
(Notary Public Signature)
ARLENE A. YAFFE
Middletown Twp., Bucks Co., PA
My Commission Expires April 3, 2001



A Subsidiary of Resource One Consumer Discount Company, Inc.

October 1, 1997

Office of the Secretary of State
P. O. Box 718
Frankfort, Kentucky 40602-0718

Re: **Certificate of Assumed Name**

Dear Sir or Madam:

Enclosed herewith please find three originals of a Certificate of Assumed Name for filing along with our check in the amount of \$20.00. It is our understanding we must file the Certificate of Assumed Name in your office and you will forward a copy for filing in the county where our registered agent is located. Please be advised CT Corporation System, Kentucky Home Life Building, Louisville, Kentucky 40202 is our registered agent in Kentucky and they are located in Jefferson County.

Further be advised that CT Corporation Systems has recently filed an Application for Certificate of Authority with your office.

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Stephen P. Killough".

Stephen P. Killough
Vice-President and General Counsel

SPK:aay
enclosures