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Trust
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GRAND FILED
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SOUTH CAROLINA
TAMMERS

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The undersigned, ~~George~~ S. Harkins, of Fairfield, Connecticut,
DOES HEREBY CERTIFY:

(1) That he is Trustee of HNC Mortgage and Realty Investors (the "Trust"), a Trust with transferable shares organized and existing under the laws of the Commonwealth of Massachusetts pursuant to an Agreement and Declaration of Trust dated September 19, 1971, as supplemented and supplanted by a First Amended and Restated Agreement and Declaration of Trust dated November 12, 1971 (the "First Restatement"), which First Restatement was amended by an Amendment to First Amended and Restated Agreement and Declaration of Trust dated as of March 16, 1976 (the "1976 Amendment"), which First Restatement and 1976 Amendment were supplanted by a Second Restated Agreement and Declaration of Trust dated as of April 14, 1976 (the "Second Restatement");

(2) That the Trustees of the Trust are seven in number and consist of Messrs. Colin G. Campbell, Robert T. Coughlan, Thomas F. Gilbane, David L. Grove, George S. Harkins, James A. Stewart and Raymond R. Wanamaker;

(3) That the Second Restatement provides that it may be amended by written instrument signed by at least two-thirds of the Trustees then in office, consented to by the affirmative vote or written consent of the holders of not less than a majority of the shares then outstanding and entitled to vote; provided that no vote or consent of shareholders shall be required for an amendment to change the name of the Trust so that it does not include "Hartford National", "HNC" or any approximation, contraction or abbreviation of either thereof in the event that the Trust ceases to be advised by a subsidiary of Hartford National Corporation and is requested to make such name change by either HNC Realty Advisers, Inc. or Hartford National Corporation;

(4) That the Trust has ceased to be advised by a subsidiary of Hartford National Corporation and has been requested to make such name change by HNC Realty Advisers, Inc; and

(5) That such action amending the Second Restatement has been duly taken in the manner provided therein through the execution of the Amendment attached hereto, which is to be filed in the office of the Secretary of the Commonwealth of Massachusetts and the office of the City Clerk of Boston, Massachusetts.

IN WITNESS WHEREOF, I have hereto set my hand this 17th day of October, 1977.
Date OCT 28 1980

CERTIFIED TO BE A TRUE AND CORRECT COPY AS TAKEN FROM AND COMPARED WITH THE ORIGINAL ON FILE IN THIS OFFICE.
[Signature]
SECRETARY OF STATE OF SOUTH CAROLINA

[Signature]
George S. Harkins

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