

06-02-2000

OMB No. 0651-0011 (exp. 4/94)



05/09/00

To the Honorable Comr

attached original documents or copy thereof.

1. Name of conveying party(ies):
Green Tree Financial Corporation

101372498

Name of receiving party(ies)

- Individual(s)
- General Partnership
- Corporation-State
- Other

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

OPR/FINANCE

Name: Conseco Finance Corp.

Internal Address: _____

Street Address: 345 St. Peter Street, Suite 300

City: St. Paul State: MN ZIP: 55101

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12/23/99

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,333,409; 2,333,412

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth C. Buckingham

Internal Address: Dorsey & Whitney LLP

Street Address: 220 South Sixth Street

City: Minneapolis State: MN ZIP 55402

6. Total Number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
04-1420

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Elizabeth C. Buckingham
Name of person Signing

Elizabeth C. Buckingham
Signature

5/9/00
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

05/31/2000 DMGUYEN 00000154 2333409

Do not detach this portion

01 Fee: 481
02 Fee: 482

40.00 DP
25.00 UP

mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OF "CONSECO FINANCE CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "GREEN TREE FINANCIAL CORPORATION" TO "CONSECO FINANCE CORP.", FILED THE THIRTEENTH DAY OF OCTOBER, A.D. 1999, AT 4 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF NOVEMBER, A.D. 1999.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1999, AT 10 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-FIRST DAY OF JANUARY, A.D. 2000, AT 4:30 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2492764 8100X

001138075

AUTHENTICATION: 0324449

DATE: 03-20-00

TRADEMARK
REEL: 002082 FRAME: 0063

RESTATED CERTIFICATE OF INCORPORATION
OF
GREEN TREE FINANCIAL CORPORATION

The undersigned, for the purposes of amending and restating in its entirety the Certificate of Incorporation of Green Tree Financial Corporation, a corporation existing under the General Corporation Law of the State of Delaware, does execute this Amended and Restated Certificate of Incorporation and does hereby certify as follows:

1. The name of the corporation is Green Tree Financial Corporation and the name under which the corporation was originally incorporated is Green Tree Financial Corporation

The date of filing of its original Certificate of Incorporation with the Secretary of State was March 24, 1995.

2. This Restated Certificate of Incorporation restates and integrates and further amends the Certificate of Incorporation of this corporation by restating the Certificate of Incorporation in its entirety.

3. The text of the Certificate of Incorporation as amended or supplemented heretofore is hereby restated without further amendments or changes to read as herein set forth in full:

FIRST. The name of the corporation is Conseco Finance Corp.

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

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 100. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class.

FIFTH. Unless and except to the extent that the bylaws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

make, alter and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.

SEVENTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH. The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

- 4. This Restated Certificate of Incorporation was duly adopted by vote of the stockholders in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.
- 5. The Restated Certificate of Incorporation shall be effective on November 1, 1999.

IN WITNESS WHEREOF, the corporation has caused this Amended and Restated Certificate of Incorporation to be executed by the undersigned duly authorized officer of the corporation as of this 30 day of September, 1999.

GREEN TREE FINANCIAL CORPORATION

By: 

Name: Brian F. Corey
Title: Senior Vice President, General Counsel and Secretary

CERTIFICATE OF AMENDMENT
OF
CONSECO FINANCE CORP.

Conseco Finance Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of said corporation:

“The Fourth Section of the Restated Certificate of Incorporation of the Corporation is hereby amended so as to read in its entirety as follows:

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 1,000. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class.”

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Conseco Finance Corp. has caused this certificate to be signed by Karl W. Kindig, its Assistant Secretary, this 23rd day of December, 1999.

CONSECO FINANCE CORP.

By: Karl W. Kindig
Karl W. Kindig, Assistant Secretary

**CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR
IN THE RESTATED CERTIFICATE OF INCORPORATION
OF
CONSECO FINANCE CORP., F/K/A GREEN TREE FINANCIAL CORPORATION
FILED IN THE OFFICE OF THE SECRETARY OF STATE
OF DELAWARE ON OCTOBER 13, 1999**

Conseco Finance Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is Conseco Finance Corp.
2. That a Restated Certificate of Incorporation was filed by the Secretary of State of Delaware on October 13, 1999, and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Restated Certificate of Incorporation to be corrected is as follows:


The first two lines of Article VI are not reflected on the filed document.

4. Article VI of the Certificate is corrected to read as follows:

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the bylaws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any bylaw whether adopted by them or otherwise.

IN WITNESS WHEREOF, said Conseco Finance Corp. has caused this Certificate to be signed by Brian F. Corey, its Senior Vice President, General Counsel and Secretary, this 21st day of January, 2000.

CONSECO FINANCE CORP.

By 
BRIAN F. COREY
Senior Vice President, General Counsel
and Secretary