

F 0200000 1303

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

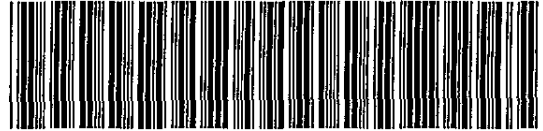
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 FEB 12 PM 4:40

-7 Jane
Change
2/18/03
DC



American Incorporators LTD

1220 N. Market Street Suite 606
Wilmington, DE 19801
(302) 421 5752
(800) 421 2661
(302) 421 5753 [fax]
info@ailcorp.com [email]
www.ailcorp.com

February 11, 2003

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: SunFirst Capital Corp.

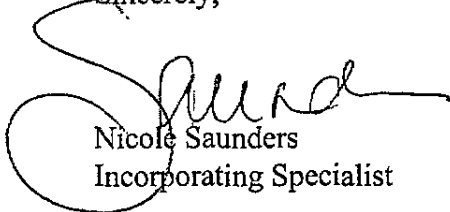
Dear Sir/Madam:

Enclosed please find the prepared Certificate of Amendment for the above-referenced company, along with a check for \$43.75 to cover the filing fee and certified copy fee. Please file this document on an expedited basis and return to my attention via DHL Account #763597944.

Nicole Saunders
1220 N. Market Street
Suite 606
Wilmington, Delaware 19801
(Airway Bill Included)

Thank you for selecting American Incorporators Ltd. to assist you with this filing. If you have any questions, please call us at 1-800-421-2661.

Sincerely,



Nicole Saunders
Incorporating Specialist

Enclosure

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SunTrust Capital Corp.

(Name of corporation)

DOCUMENT NUMBER: F02000001303

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicole Saunders

(Name of person)

American Incorporators, Ltd.

(Name of firm/company)

1220 N. Market Street, Suite 606

(Address)

Wilmington, Delaware 19801

(City/state and zip code)

For further information concerning this matter, please call:

Nicole Saunders at (302) 421-5752

(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)**

**SECTION I
(1-3 MUST BE COMPLETED)**


F02000001303

(Document number of corporation (if known))

1. SunTrust Capital Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. March 15, 2002
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 10, 2003
5. SunFirst Capital Corp.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
NA
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
NA
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Brian Walkins

(Typed or printed name)

February 11, 2003

(Date)

President

(Title)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 FEB 12 PM 4:40

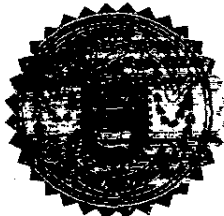
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNFIRST CAPITAL CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SUNFIRST CAPITAL CORP." WAS INCORPORATED ON THE ELEVENTH DAY OF MARCH, A.D. 2002.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3500657 8300

AUTHENTICATION: 2252487

030087411

DATE: 02-11-03

**Certificate of Amendment
of
Certificate of Incorporation**


SunTrust Capital Corp., a corporation organized and existing under and by virtue of the Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of SunTrust Capital Corp., the following resolution was duly adopted by the Board of Directors setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows: "The name of the corporation is SunFirst Capital Corp."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS THEREOF, SunTrust Capital Corp., has caused this certificate to be signed by its President on this 10th day of February, 2003.

By:  —
President
Brian Watkins
Print Name

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 02/10/2003
030083842 - 3500657

CERTIFICATE OF INCORPORATION
OF
SUNTRUST CAPITAL CORP.

FIRST: The name of the Corporation is SunTrust Capital Corp.

SECOND: Its registered office is to be located at Suite 606, 1220 N. Market Street, Wilmington, DE 19801, County of New Castle. The registered agent is American Incorporators Ltd. whose address is the same as above.

THIRD: The nature of business and purpose of the organization is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Laws.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand five hundred (1500). All such shares are to be without par value and are to be of one class.

FIFTH: The name and address of the incorporator are as follows:

Jennifer Crone
Suite 606
1220 N. Market St.
Wilmington, DE 19801

SIXTH: The powers of the undersigned incorporator will terminate upon filing of the certificate of incorporation. The name and mailing address of the person(s) who will serve as director(s) until the first annual meeting of the stockholders or until a successor(s) is elected and qualified are:

Brian Watkins
1100 Liberty Ave.
Suite 901
Pittsburgh, PA 15222

SEVENTH: Each person who serves or has served as a director shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any breach of loyalty to the corporation or its stockholders; (ii) for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the General Corporation Laws of Delaware; or (iv) for any transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this certificate, and do certify that the facts stated herein are true, and I have accordingly set my hand.



Jennifer Crone
INCORPORATOR