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February 19, 2002

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Amendment Section
Division of Corporations
Fla. Dept. of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 21 PM 2:44

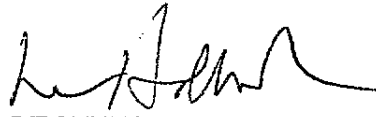
Re: **APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

Ladies and Gentlemen:

Enclosed is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (and copy thereof) which I would appreciate your filing. Please return a copy with the filing information. We enclosed our check in the amount of \$43.75 for the filing fee and certified copy.

Thank you for your assistance in this matter.

Sincerely yours,



H. LEON HOLBROOK

HLH/crn
Enclosures

cc: Mr. Randal L. Ringhaver

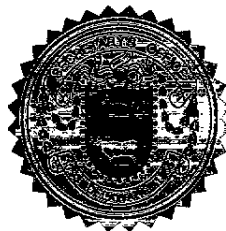
N/c

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FCC EQUIPMENT FINANCING, INC.", CHANGING ITS NAME FROM "FCC EQUIPMENT FINANCING, INC." TO "NORTH AMERICAN EQUITY INVESTORS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 12:45 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2385393 8100

AUTHENTICATION: 1607597

**STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of FCC EQUIPMENT FINANCING, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

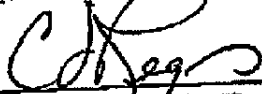
The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

" The name of the corporation shall be North American Equity Investors, Inc. "

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

FCC EQUIPMENT FINANCING, INC.

BY: 
(Authorized Officer)

NAME: CHRIS L. REGAS
President