

F 970000004460

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

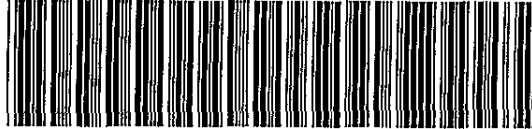
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/08/04--01068--009 **43.75

FILED
04 MAR - 8 PM 5:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

Ps 3/11/04

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hitachi Credit America Corp.
(Name of corporation)

DOCUMENT NUMBER: F97000004460

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert J. Peto
(Name of person)

Hitachi Credit America Corp.
(Name of firm/company)

777 West Putnam Avenue
(Address)

Greenwich CT 06830
(City/state and zip code)

For further information concerning this matter, please call:

Robert J. Peto at (203) 531-1181 X858
(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)

F97000004460
(Document number of corporation (if known))

FILED
04 MAR -8 PM 5:45
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. Hitachi Credit America Corp.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware (Incorporated under laws of)
3. 8/28/97 (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? 2/13/04
5. Hitachi Capital America 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)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.
No change
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No change
(New jurisdiction)

Terry Huffield (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) 2/10/04 (Date)

Terry Huffield (Typed or printed name of person signing) Vice President (Title of person signing)

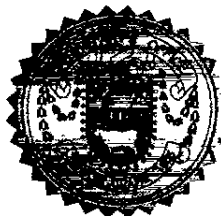
Delaware

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 "HITACHI CREDIT AMERICA CORP.", CHANGING ITS NAME FROM "HITACHI CREDIT AMERICA CORP." TO "HITACHI CAPITAL AMERICA CORP.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF FEBRUARY, A.D. 2004, AT 2:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF MARCH, A.D. 2004.



2211234 8100

040127243

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2962008

DATE: 03-01-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:07 PM 02/12/2004
FILED 02:25 PM 02/12/2004
SRV 040100233 - 2211234 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

HITACHI CREDIT AMERICA 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, pursuant to Delaware General Corporation Law, Sections 141 and 228, respectively, resolutions of the Board of Directors and Sole Shareholder of Hitachi Credit America Corp. were duly adopted by a joint unanimous written consent setting forth a proposed amendment of the Certificate of Incorporation of said corporation. The resolution setting forth the proposed amendment is as follows:

RESOLVED: that, effective as of March 1, 2004, 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:

"FIRST: The name of the corporation is **HITACHI CAPITAL AMERICA 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.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Hitachi Credit America Corp. has caused this certificate to be signed by Terry Hatfield

an Authorized Officer, this 11th day of February, 2004.

By: Terry Hatfield
Authorized Officer
Title: Vice President
Name: Terry Hatfield
Print or Type