

P11991

M&I Marshall & Ilsley Bank

770 North Water Street/Milwaukee, WI 53202-3593

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

SECRETARY OF STATE
TALLAHASSEE FLORIDA
98 OCT - 2 PM 2:33

FILED

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

800002654048-6
-10/02/98-01026-014
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

CM
P11991
NC
5P8
10-2-98

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

SECTION I (1-3 must be completed)

- 1. Security Financial and Leasing Services, Inc.
Name of corporation as it appears within the records of the Department of State.
- 2. Incorporated under laws of: Wisconsin
- 3. Date authorized to do business in Florida: November 3, 1986

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?

October 1, 1997


5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

M&I Dealer Finance, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

FILED
98 OCT -2 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Signature
Name and Title

Scott Sheaffer, Treasurer

9/24/98
Date

DFI/CCS/Corp
Fm 30 (7/96)

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the document on file in the Corporations unit of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.



Richard L. Dean, Secretary
Department of Financial Institutions

DATE: AUG 25 1998

BY:

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

1523678

OK

OCT 1 1997

WISCONSIN
DFI

ARTICLES OF AMENDMENT

OF

SECURITY FINANCIAL AND LEASING SERVICES, INC.

Pursuant to the consent of the shareholder and Board of Directors of Security Financial and Leasing Services, Inc. and in accordance with Section 180.1003 of the Wisconsin Statutes, the following resolution was duly adopted and will be effective as of 1:00 a.m. October 1, 1997:

RESOLVED, that the Articles of Incorporation of Security Financial and Leasing Services, Inc. are amended by deleting Article 1 and inserting in its place the following:

ARTICLE 1

The name of the corporation is M&I Dealer Finance, Inc.

OK

Executed in duplicate as of October 1, 1997.

Security Financial and Leasing Services, Inc.

By:


M.A. Hatfield, President

This instrument was drafted by:

Michael J. Pendleton
Godfrey & Kahn, S.C.
780 N. Water St.
Milwaukee, WI 53202

OCT 02 12:00PM

#. A

178646 DCORP 40

40.00

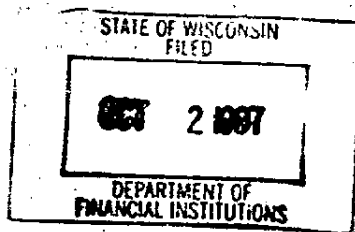
OCT 02 12:00PM

#. B

178646 EXPED 25

25.00

Amendment
- Changes Corporation Name



#40.00 plus #25 Fee

Kathleen Barnes, Legal Asst.
Godfrey & Kahn, S.C.
780 North Water St.
Milwaukee, WI 53202-3590