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DATE: JUNE 29, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

*Abbie Hodge*  
*Amended &*  
*Restated*

TYPE OF FILING  
AMENDMENT TO ARTICLES OF INCORPORATION

FILED  
99 JUN 29 PM 3:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATE NAME

CAPITAL FACTORS HOLDING, INC.

400002918404--7

SPECIAL INSTRUCTIONS:

PLEASE RETURN 1 CERTIFIED COPY

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAPITAL FACTORS HOLDING, INC.**

**FILED**  
**99 JUN 29 PM 3:58**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, the sole shareholder of the undersigned corporation adopted on June 25, 1999, the following Amended and Restated Articles of Incorporation.

The original Articles of Incorporation were filed with the Secretary of State on April 29, 1994, under the name "Capital Factors Holding, Inc." and were amended and restated on July 1, 1996.

**ARTICLE I**

The name of the corporation is CAPITAL FACTORS HOLDING, INC. (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation at the time of filing of these Amended and Restated Articles of Incorporation is 120 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432.

**ARTICLE III**

The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock, par value \$1.00 per share (the "Common Stock").

**ARTICLE IV**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time by the affirmative vote of a majority of directors in office or the affirmative vote of holders of a majority of the shares of Common Stock entitled to vote on the matter.

ARTICLE V

The street address of the Corporation's registered office shall be 120 East Palmetto Park Road, Suite 500, Boca Raton, Florida 33432. The registered agent at such address shall be Michael G. Levine.

ARTICLE VI

Unless otherwise provided by law, the Bylaws of the Corporation may be altered, amended or repealed, in whole or in part, or new Bylaws may be adopted, by the affirmative vote of a majority of the directors in office or the affirmative vote of holders of a majority of the shares of Common Stock entitled to vote on the matter.

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed by an officer of this Corporation this 25 day of June, 1999.

CAPITAL FACTORS HOLDING, INC.

By: 

Name: John W. Kiefer  
Title: President

Having been named as registered agent and to receive service of process for the above-stated corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

By:   
Michael G. Levine  
Registered Agent

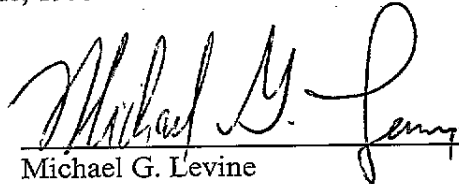
**ASSISTANT SECRETARY'S CERTIFICATE OF  
CAPITAL FACTORS HOLDING, INC.**

1. I, Michael G. Levine, hereby certify that I am the Assistant Secretary of Capital Factors Holding, Inc., a Florida corporation ("CFH"), and that I have been duly appointed and presently am serving in that capacity in accordance with the Bylaws of CFH.

2. I further certify that on November 30, 1998, CFH Acquisition Company, Inc., a newly-formed, wholly-owned subsidiary of Union Planters Bank, National Association ("UPBNA"), merged with and into CFH (the "Merger"), with CFH as the surviving corporation resulting from the Merger.

3. I further certify that pursuant to the Merger, the former Board of Directors of CFH was dissolved and replaced with a new Board of Directors consisting of the following persons: Jackson W. Moore; M. Kirk Walters; and John E. Bennett.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of CFH hereto as of this 25 day of June, 1999.



Michael G. Levine  
Assistant Secretary

**WAIVER OF NOTICE AND ACTION BY  
WRITTEN CONSENT OF THE SOLE SHAREHOLDER OF  
CAPITAL FACTORS HOLDING, INC.**

Acting by written consent, pursuant to, and with the effect provided in the Bylaws of Capital Factors Holding, Inc. ("CFH") and applicable law and regulation, the undersigned, constituting the sole shareholder of CFH waives all notice of any meeting or action by the shareholders, and adopts the following resolutions effective as of the date set forth below.

WHEREAS, CFH is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, effective November 30, 1998 CFH became a wholly-owned subsidiary of Union Planters Bank, National Association ("UPBNA"), pursuant to the merger (the "Merger") of CFH with a newly-formed wholly-owned subsidiary of UPBNA; and

WHEREAS, as a result of the Merger, UPBNA believes that it is in the best interest of CFH to amend the Articles of Incorporation and the Bylaws of CFH;

NOW, THEREFORE, BE IT RESOLVED, that the sole shareholder of CFH hereby determines that as of the date hereof the amended Articles of Incorporation and Bylaws of CFH as attached are hereby adopted; and

FURTHER RESOLVED, that these resolutions be filed with the minutes of the proceedings of the shareholders and shall have the same force and effect as if unanimously adopted at a duly called and held meeting thereof.

Dated as of June <sup>14<sup>th</sup></sup>, 1999.

UNION PLANTERS BANK,  
NATIONAL ASSOCIATION

By: E. James House, Jr.  
E. James House, Jr.  
Secretary