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SECRETARY OF STATE
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Michael B. Shapiro
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April 6, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: **RMC FUNDNG, INC. - Change of Name Amendment**

Gentlemen:

In connection with the referenced company, enclosed please find original Articles of Amendment to Articles of Incorporation of RMC Funding, Inc., together with our trust account check in the sum of \$35.00 for filing fees.

Please stamp the enclosed copy and return with your receipt.

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Thank you for your cooperation. Should you have any questions, please call.

Very truly yours,



Rosemary Cohen
Legal Assistant

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PMS

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Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

RMC FUNDING, INC.

1. The name of the corporation is RMC FUNDING, INC. (the "Corporation").

2. Article I of the Articles of Incorporation is hereby amended to read as follows:

Article I - Name

The name of the corporation is FIRST COLONIAL CAPITAL CORP.

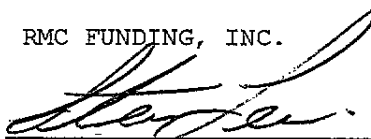
3. This Amendment was recommended by the Board of Directors of the Corporation to the Corporation's shareholders on March 14, 2001.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, RMC FUNDING, INC. has caused these Articles of Amendment to be executed this 14th day of March, 2001.

RMC FUNDING, INC.

By:



STEVEN LEVIN, its President