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**ADORNO & ZEDER**  
A PROFESSIONAL ASSOCIATION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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FEDERAL EXPRESS

December 5, 2000

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(305) 858-4777

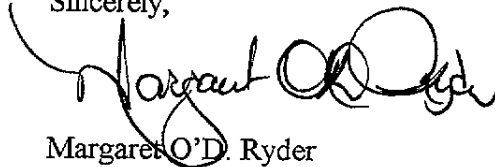
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**Scofam Corporation**  
**Articles of Amendment of the Articles of Incorporation**

Ladies and Gentlemen:

Enclosed herein is the original Articles of Amendment of the Articles of Incorporation of the captioned company, changing its corporate name to Power Acceptance Corporation. Also enclosed is this firm's check in the amount of \$87.50 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Amendment to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder  
Legal Assistant

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43.75

N/C

V. SHEPARD DEC 13 2000

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SCOFAM CORPORATION**

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DIVISION OF CORPORATIONS  
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The undersigned, President of Scofam Corporation, a Florida corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

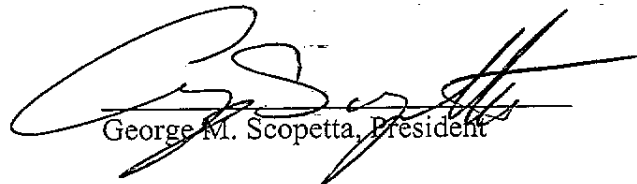
1. The name of the Corporation is Scofam Corporation
2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**ARTICLE I**

The name of this corporation is Power Acceptance Corporation.

3. The foregoing amendment was recommended by the Board of Directors to the shareholders on April 20, 2000.
4. The foregoing amendment was approved by the shareholders of the Corporation pursuant to Section 607.1003(5) on April 20, 2000.

**IN WITNESS WHEREOF**, the undersigned President of the Corporation has executed these Articles of Amendment this 20 day of April, 2000.

  
George M. Scopetta, President