

853737

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

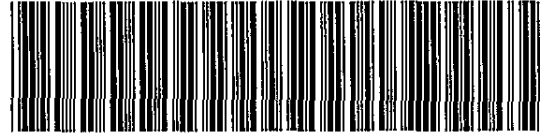
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.

C. Oulliette JUL 02 2003



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 144020 4385483
AUTHORIZATION : Patricia Pizuto
COST LIMIT : \$ 35.00

ORDER DATE : June 23, 2003
ORDER TIME : 11:07 AM
ORDER NO. : 144020-025
CUSTOMER NO: 4385483
CUSTOMER: Joyce Torres
Foothill Capital Corporation
Suite 30, 2450 Colorado Avenue
Mac#n2653-030
Santa Monica, CA 90404

FOREIGN FILINGS

NAME: FOOTHILL CAPITAL CORPORATION

XX PROFIT
NON-PROFIT
XX CORPORATE
LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER:

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)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

853737
Document Number of Corporation (If known)

1. FOOTHILL CAPITAL CORPORATION
(Name of corporation as it appears on the records of the Department of State)

2. CALIFORNIA (Incorporated under laws of) 3.08/12/1982 (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? JUNE 17, 2003

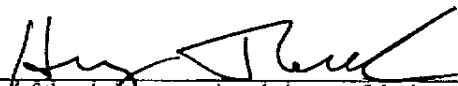
5. WELLS FARGO FOOTHILL, INC.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

(New duration)

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

(New jurisdiction)

 6-17-2003
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary) (Date)

HENRY JORDAN PRESIDENT
(Typed or printed name) (Title)

State of California

SECRETARY OF STATE

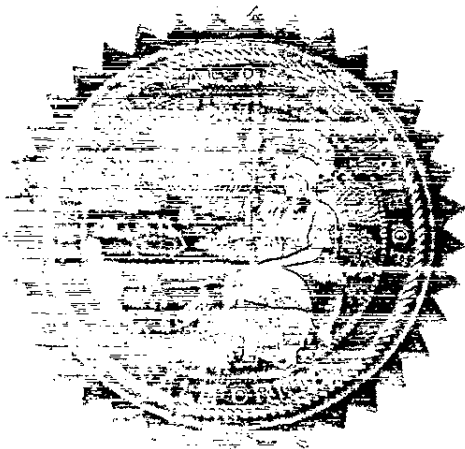
CERTIFICATE OF FILING

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **2nd day of June, 2003**, there was filed in this office an amendment changing the corporation name from **FOOTHILL CAPITAL CORPORATION**, a California corporation, to **WELLS FARGO FOOTHILL, INC.**

Further, that according to the records of this office, said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of June 28, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

tb