

D98000000069



ACCOUNT NO. : 072100000032

REFERENCE : 828743 5172025

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 35.00

ORDER DATE : September 12, 2000

ORDER TIME : 10:37 AM

ORDER NO. : 828743-010

500003393155--6

CUSTOMER NO: 5172025

CUSTOMER: Mr. Thomas Borzilleri, pres
Prime One Capital Company,
210 North University Drive
Suite 100
Coral Springs, FL 33071

FOREIGN FILINGS

NAME: T & W LT, A DELAWARE BUSINESS
TRUST

XX PROFIT
XXXX AMENDMENT

XX CORPORATE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

FILED

00 SEP 14 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

00 SEP 14 AM 11:30

DIVISION OF CORPORATION

*NIC +
Amend*

S. PAYNE SEP 14 2000

FILED

00 SEP 14 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

AFFIDAVIT TO THE SECRETARY OF STATE OF FLORIDA
TO FILE OR AMEND QUALIFICATION AND
AMENDED DECLARATION OF TRUST

Pursuant to Section 609.02 of the Florida Statutes pertaining to Common Law Declarations of Trust, the undersigned, Prime One Capital Company, L.L.C., a Washington limited liability company, in its capacity as the true and lawful attorney-in-fact for and on behalf of the foreign business trust for which this statement is submitted under oath, does hereby certify:

- (a) T & W LT, a Delaware business trust (the "Trust") hereby amends its Declaration of Trust, as filed December 31, 1998, with the Department of State of the State of Florida, Filing No. D98000000069.
- (b) The Trust was formed under the laws of the State of Delaware on February 24, 1997. Effective August 7, 2000, the Trust amended its Certificate of Trust in the State of Delaware changing its name from "T & W LT" to "POC LT". Attached hereto as Exhibit A is a certified copy of the Certificate of Trust, as amended.
- (c) The name the Trust proposes to use in the State of Florida is "POC LT".
- (d) The principal address of the Trust has changed to c/o Prime One Capital Company, L.L.C., 210 N. University Drive, Suite 100, Coral Springs, Florida 33071.

IN WITNESS WHEREOF, I have hereunto signed my name this 14th day of September, 2000.

Prime One Capital Company, L.L.C., as the true and
lawful attorney-in-fact for and on behalf of POC LT, a
Delaware business trust

By: _____

Thomas Borzilleri
Chief Executive Officer and President

STATE OF FLORIDA)
BROWARD COUNTY) NOTARY PUBLIC

By: _____

Name

Janet M. LaMotta

JANET M. LAMOTTA
Notary Public - State of Florida
My Commission Expires Apr 18, 2003
Commission # CC825066

State of Delaware
Office of the Secretary of State

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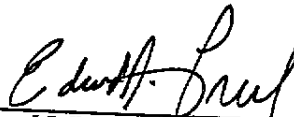
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "T & W LT", CHANGING ITS NAME FROM "T & W LT" TO "POC LT", FILED IN THIS OFFICE ON THE SEVENTH DAY OF AUGUST, A.D. 2000, AT 8:30 O'CLOCK A.M.



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EXHIBIT A


Edward J. Freel, Secretary of State

AUTHENTICATION: 0617264

DATE: 08-14-00

CERTIFICATE OF AMENDMENT OF
T&W LT

THIS Certificate of Amendment of T&W LT (the "Trust") is being duly executed and filed on behalf of the Trust by the undersigned, as trustee, to amend a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.) (the "Act").

1. Name. The name of the business trust amended hereby is T&W LT.
2. Amendment of Trust. The Certificate of Trust of the Trust is hereby amended by changing the name of the Trust to POC LT.
3. Effective Date. This Certificate of Amendment shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment in accordance with Section 3811(a)(1) of the Act.

WILMINGTON TRUST COMPANY, not
in its individual capacity but solely as
Owner Trustee

By: 
Name: **Joseph B. Feil**
Title: **Senior Financial Services Officer**