

NEW SOUTH FINANCIAL SERVICES, INC. 2280

July 31, 2000

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/01/00--01064--001
*****43.75 *****43.75

Dear Sir or Madam:


RE: NewSouth Financial Services, Inc.
Conyers, GA
TIN: 58-2257419
Qualification No. F 00000002280
Corporate Name Change

The purpose of this letter is to advise you that NewSouth Financial Services, Inc., a Georgia corporation authorized to do business in the state of Florida, will change its corporate name.

Effective August 1, 2000, NewSouth Financial Services, Inc. will change its name to Lendmark Financial Services, Inc. Enclosed with this letter are the materials required by the appropriate application for amendment. We have also enclosed a check in the amount of \$43.75 for the filing fee and for a certified copy of a Certificate of Authority.

Should you require any additional information, please call me at 770-761-1039. Thank you.

Sincerely,


Marian M. Mackle
Senior Vice President

Enclosures

cc: Robert Dennison

FILED
00 AUG - 1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1506 Klondike Rd., Suite 400 • Conyers, Georgia 30094
Phone 770-761-0096 • Fax 770-761-8141

NC
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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)

FILED
00 AUG - 1 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. NewSouth Financial Services, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Georgia 3. 4-25-00
Incorporated under laws of 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? 8-1-00 (accepted 7/24/00)
5. Lendmark Financial Services, 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


Signature

7-31-00
Date

Robert W. Aiken
Typed or printed name

President/CEO
Title

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 002021035
CONTROL NUMBER: K624053
EFFECTIVE DATE: 07/20/2000
REFERENCE : 0045
PRINT DATE : 07/20/2000
FORM NUMBER : 611

MARIAN M. MACKLE
NEW SOUTH FINANCIAL SERVICES, INC.
1506 KLONDIKE RD. STE. 400
CONYERS, GA 30094

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

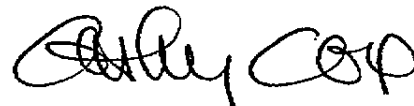
NEWSOUTH FINANCIAL SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the Office of the Secretary of State changing its name to

LENDMARK FINANCIAL SERVICES, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox
Secretary of State

AMENDMENT TO ARTICLES OF INCORPORATION

Adopted this 8th day of June, 2000, by the Board of Directors of NewSouth Financial Services, Inc., a corporation of Rockdale County, Georgia.

Pursuant to O.C.G.A. Section 14-2-1002, the aforesaid Board of Directors hereby changes the name of said corporation to Lendmark Financial Services, Inc. effective August 1, 2000. This action was taken without shareholder action as such was not required under the Articles of Incorporation of NewSouth Financial Services, Inc.

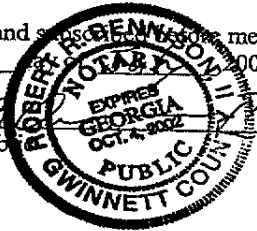
APPROVED:


Robert W. Aiken, CEO and Presiding Officer

CERTIFICATE:

I certify that the foregoing Amendment to Articles of Incorporation was duly adopted at the time and place therein set forth, and that the Amendment was approved by the Board of Directors as set forth therein. I further certify that all required notice of said meeting was duly given and that said action fully complies with the rules and by-laws of said corporation.

Sworn to and signed before me
this 20th day of June, 2000,
Notary Public




Secretary

SECRETARY OF STATE
JUL 20 3 03 PM '00