F05000002456

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COVER LETTER

TO: A Amendment Section

Division of Corporations

Collect America Commercial Services, Inc. Name of Corporation F05000002456 DOCUMENT NUMBER:_ The enclosed Amendment and fee are submitted for filing. Please return all correspondence concerning this matter to the following: Michelle Davis Name of Contact Person SquareTwo Financial Firm/Company 4340 S. Monaco St., 2nd Floor Address Denver, CO 80237 City/State and Zip Code mdavis@squaretwofinancial.com E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call: Michelle Davis Name of Contact Person Area Code & Daytime Telephone Number Enclosed is a check for the following amount: \$35.00 Filing Fee \$43.75 Filing Fee & \$43.75 Filing Fee & \$52.50 Filing Fee. Certificate of Status Certificate of Status & Certified Copy (Additional copy is Certified Copy enclosed) (Additional copy is enclosed) Mailing Address: **Street Address:** Amendment Section - Amendment Section Division of Corporations **Division of Corporations** P.O. Box 6327 Clifton Building Tallahassee, FL 32314 2661 Executive Center Circle Tallahassee, FL 32301

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)
	(1-3 MUST BE COMPLETED) F05000002456 cument number of corporation (if known)
(Doc	cument number of corporation (if known)
(23)	
Collect A	merica Commercial Services, Inc.
	on as it appears on the records of the Department of State)
(Admit of Corporation	that it appears the resolution are population and state)
2. Delaware	3 04/21/2005
(Incorporated under laws of) O4/21/2005 (Date authorized to do business in Florida)
	SECTION II
(4-7 COM)	PLETE ONLY THE APPLICABLE CHANGES)
4. If the amendment changes the name of t	the corporation, when was the change effected under the laws of
its jurisdiction of incorporation?	December 17, 2009
5. Square I wo h	Financial Commercial Funding Corporation ent, adding suffix "corporation," "company," or "incorporated," or ned in new name of the corporation)
appropriate abbreviation, if not contain	ned in new name of the corporation)
(If new name is unavailable in Florida, e business in Florida)	nter alternate corporate name adopted for the purpose of transacting
6. If the amendment changes the period of	duration, indicate new period of duration.
	(New duration)
7. If the amendment changes the jurisdiction	on of incorporation, indicate new jurisdiction.
	(New jurisdiction)
8. Attached is a certificate or document of 90 days prior to delivery of the application having custody of corporate records in the second sec	similar import, evidencing the amendment, authenticated not more than ion to the Department of State, by the Secretary of State or other official he jurisdiction under the laws of which it is incorporated.
July Ke	Hen
(Signature of a director, president or oth of a receiver or other court appointed fi	er officer - if in the hands
	CEO / President
Julie Kaplan (Typed or printed name of person si	
(-)	(

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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 "COLLECT AMERICA

COMMERCIAL SERVICES, INC.", CHANGING ITS NAME FROM "COLLECT

AMERICA COMMERCIAL SERVICES, INC." TO "SQUARETWO FINANCIAL

COMMERCIAL FUNDING CORPORATION", FILED IN THIS OFFICE ON THE

SEVENTEENTH DAY OF DECEMBER, A.D. 2009, AT 12:17 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3921804 8100

091111117

AUTHENTY CATION: 7710447

DATE: 12-18-09

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware Secretary of State Division of Corporations Delivered 12:17 PM 12/17/2009 FTLED 12:17 PM 12/17/2009 SDV 001111117 - 3021804 FTLE

AMENDMENT NO. 2 TO THE CERTIFICATE OF INCORPORATION

OF

COLLECT AMERICA COMMERCIAL SERVICES, INC.

Collect America Commercial Services, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

- A. The name of the Corporation is "Collect America Commercial Services, Inc."
 The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was February 4, 2005.
- B. This Amendment No. 2 to the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation.
- C. This Amendment No. 2 to the Certificate of Incorporation has been duly approved by the stockholders of the Corporation.
- D. The text of the Certificate of Incorporation of the Corporation is hereby amended as follows:

FIRST:

The name of the Corporation is:

SquareTwo Financial Commercial Funding Corporation

- E. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- F. That except for the amendment set forth above, the Certificate of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, the Corporation has caused this Amendment No. 2 to the Certificate of Incorporation to be signed by Julie Kaplan, its President, this 16th day of December, 2009.

Mile Kaplan, President