

F06000001372

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

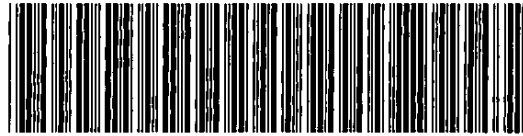
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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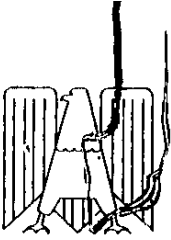
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FILED
07 SEP 10 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts SEP 14 2007



FEDERATED FINANCIAL CORPORATION of AMERICA

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

September 4, 2007

Re: Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact business in Florida

Clerk:

Enclosed please find a Cover Letter and an original and one (1) copy of Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact business in Florida to change the name of our company from Federated Financial Corporation of America to Federated Capital Corporation.

Also enclosed please find attached to the Application a certificate or other document evidencing the amendment changing the corporate name from the State of Michigan certifying the name change.

Also enclosed please find a check in the amount of \$43.75 as the filing fee for the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact business in Florida

After the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact business in Florida has been processed, please return a new Certificate to conduct business in Florida under our new name to our offices.

Thank you for your help in this matter. If you have any questions, please feel free to contact me.

Very Truly Yours,

Richard A. Roble, Esq.

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Federated Financial Corporation of America
(Name of Corporation)

DOCUMENT NUMBER: F06000001372

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard A. Roble
(Name of Contact Person)

Federated Capital Corporation
(Firm/Company)

30955 Northwestern Hwy.
(Address)

Farmington Hills, MI 48334
(City/State and Zip Code)

For further information concerning this matter, please call:

Richard A. Roble at (248) 737-1300 ex 2800
(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 & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
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)

F06000001372

(Document number of corporation (if known))

07 SEP 10 PM 3:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Federated Financial Corporation of America
(Name of corporation as it appears on the records of the Department of State)

2. Michigan 3. March 3, 2006
(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? August 7, 2007

5. Federated Capital Corporation
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Mark G. Fecher *50P*

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark G. Fecher
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)

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)

F06000001372

(Document number of corporation (if known))

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(Name of corporation as it appears on the records of the Department of State)
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_____ (New duration)

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_____ (New jurisdiction)

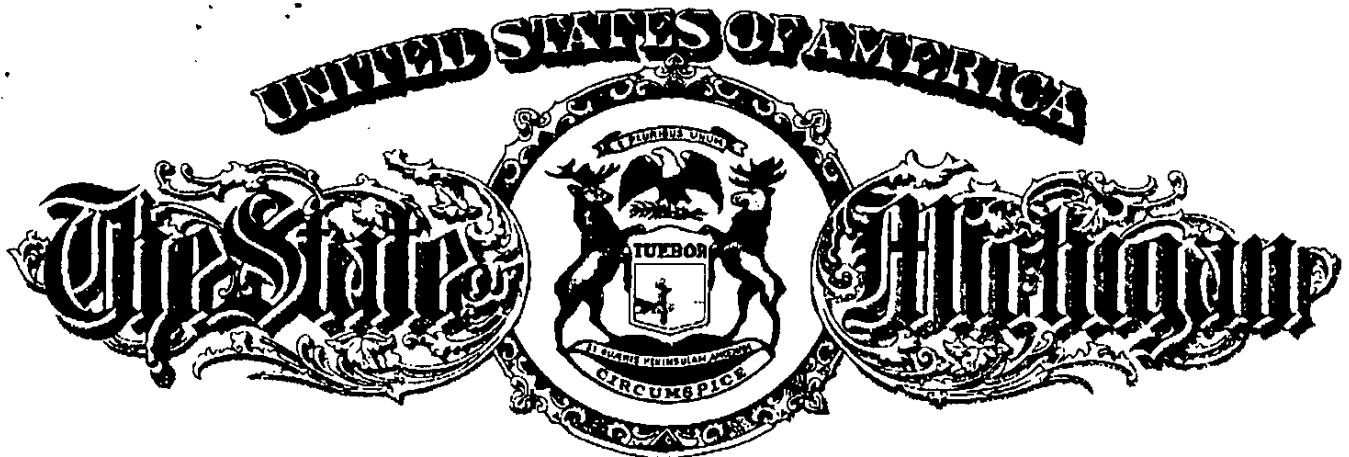
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(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark G. Fecher
(Typed or printed name of person signing)

Senior Vice President
(Title of person signing)



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 30th day of August, 2007

Andrew S. Mettelf, Director
Bureau of Commercial Services

MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	FILED
	AUG 07 2007
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Richard A. Roble, Esq.	Administrator Bureau of Commercial Services
Address 30955 Northwestern Hwy.	Trans Infol ID#: 015200 Amt: \$10.00 ID: 45976C
City Farmington Hills	State MI
	ZIP Code 48334
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION

For use by Domestic Profit and Nonprofit Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Federated Financial Corporation of America
2. The identification number assigned by the Bureau is:	45976C

3. Article <u>1</u> of the Articles of Incorporation is hereby amended to read as follows: Federated Capital Corporation

3

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____, _____

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

(Signature)

(Signature)

(Type or Print Name)

(Type or Print Name)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ 1st _____ day of _____ August _____, 2007, by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by consents given by electronic transmission in accordance with Section 407(3) if a profit corporation.
- by the board of a profit corporation pursuant to section 611(2).

Profit Corporations and Professional Service Corporations

Signed this 1st day of August, 2007

By _____
(Signature of an authorized officer or agent)

Louis P. Ferris, Jr.

(Type or Print Name)

Nonprofit Corporations

Signed this _____ day of _____, _____

By _____
(Signature President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name)