

F95000004650

EMCC, Inc.

Telephone:
(781) 829-1800

Fax:
(781) 829-1801

FILED
99 MAY 20 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 22, 1999

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

800002786878--7
-02/25/99--01037--005
*****43.75 *****43.75

RE East Mississippi Collection Corp.

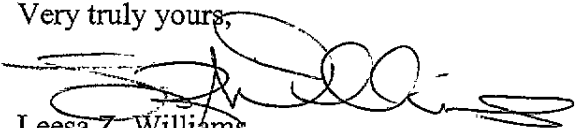
Sir / Madame:

On August 5, 1998 East Mississippi Collection Corp. officially changed its name to EMCC, Inc. Enclosed is our Application to file an Amendment to our Certificate of Authority, and our check in the amount of \$43.75. This covers the \$35.00 filing fee and the \$8.75 for the Certified Copy.

I have also enclosed a copy of our request to terminate our fictitious name.

If you need any additional information, please do not hesitate to call me. I may be reached at (800) 783-2055.

Very truly yours,


Leesa Z. Williams
Compliance Division

Enclosure(s)

N/c
TB

MAY 25 1999

33 Riverside Drive, Pembroke, MA 02359



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 1999

LEESA Z. WILLIAMS
EMCC, INC.
33 RIVERSIDE DR.
PEMBROKE, MA 02359

SUBJECT: EAST MISSISSIPPI COLLECTION CORP.
Ref. Number: F95000004650

We have received your document for EAST MISSISSIPPI COLLECTION CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 399A00009443

Rec'd 5/20

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
99 MAY 20 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. East Mississippi Collection Corp.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. September 25, 1995
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? Aug. 5, 1998
5. EMCC, 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

Thomas B. Digan
Signature

February 22, 1999
Date

Thomas B. Digan
Typed or printed name


Vice President
Title

State of Delaware
Office of the Secretary of State

PAGE 1

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 "EAST MISSISSIPPI COLLECTION CORP.", CHANGING ITS NAME FROM "EAST MISSISSIPPI COLLECTION CORP." TO "EMCC, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF AUGUST, A.D. 1998, AT 4:30 O'CLOCK P.M.




Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

2363173 8100

991021752

9528309

01-19-99

8-5-98

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

East Mississippi Collection Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

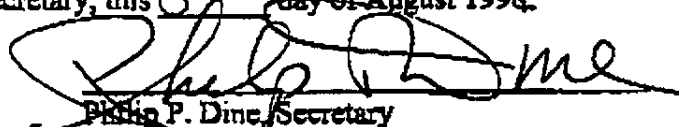
RESOLVED, that the Certificate of Incorporation of East Mississippi Collection Corp. be amended by changing Article 1 thereof so that, as amended, said Article shall be and read as follows:

"1. The name of the corporation is EMCC, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed by Philip P. Dine, its Secretary, this 5th day of August 1998.


Philip P. Dine, Secretary

OFFICER'S CERTIFICATE

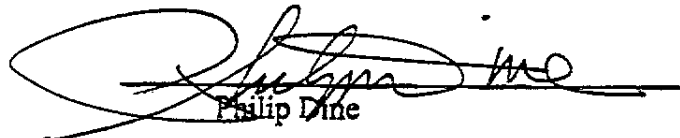
I hereby certify that I am the duly elected Secretary of EMCC, Inc., a Delaware corporation. I further certify that the following resolutions were duly adopted by the Board of Directors by Unanimous Written Consent on April 12, 1999, and are in full force and effect:

WHEREAS, the Corporation has changed it's name to EMCC, Inc. and must also file name changes with local state governments notifying them of the change;

WHEREAS, the Corporation is currently qualified to conduct business in the states of North Carolina and Florida, however, the name EMCC is not available to the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation conduct business using the name EMCC, Inc. of Delaware in the states of North Carolina and Florida and any other state which might require an alternative filing.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of the 19 day of April 1999.


Philip Dine

**ACTION BY WRITTEN
CONSENT IN LIEU OF A MEETING
BY THE BOARD OF DIRECTORS
OF
EMCC, INC.
EAST MISSISSIPPI COLLECTION CORP.**

April 12, 1999

The undersigned, being the sole Director of East Mississippi Collection Corp., a Delaware corporation (the "Corporation"), who would be entitled to notice of a meeting of the Board of Directors for the purpose of taking the action and adopting the resolution set forth below, do hereby waive such notice, take the following action and adopting the resolution set forth below, do hereby waive such notice, take the following action and adopt the following resolution by written consent to action without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Corporation has changed it's name to EMCC, Inc. and must also file name changes with local state governments notifying them of the change;

WHEREAS, the Corporation is currently qualified to conduct business in the states of North Carolina and Florida, however, the name EMCC is not available to the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that the Corporation conduct business using the name EMCC, Inc. of Delaware in the states of North Carolina and Florida and any other state which might require an alternative filing.

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent in Lieu of a Meeting as of the date first above written.



Arthur G. Levine, Sole Director