

F95000005064

# SUNTRUST

Via Express Mail

September 3, 1999

700002987557--5  
-09/15/99-01016-010  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

700002987557--5  
-09/15/99-01016-009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Application by Foreign Profit Corporation to File Amendment

Dear Sir or Madam:

Pursuant to Florida Statutes Ch. 607.1504(1)(a), enclosed please find a completed Application by Foreign Profit Corporation to File Amendment for SunTrust Personal Loans, Inc., formerly Personal Express Loans, Inc.

I have also enclosed the required filing fee of \$35 and a certified copy of the Certificate of Name Change Amendment which was filed with the Secretary of State of Georgia, the state of incorporation.

In addition, please send a Certificate of Status (\$8.75 fee is enclosed) to:

Sara Adamik  
1001 Semmes Ave.  
Richmond, VA 23224  
Mail Code RVW-7900

Should you have any questions or comments regarding the Application or attachments, please do not hesitate to contact me at (804) 319-4208.

Sincerely,

Sara D. Adamik

Sara D. Adamik  
Legal Assistant

NIC Amend

rec. 9/10

S. PAYNE SEP 15 1999

99 SEP 10 AM 11:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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. Personal Express Loans, Inc.

Name of corporation as it appears on the records of the Department of State.

2. Georgia

Incorporated under laws of

3. October 18, 1995

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? September 15, 1997

5. SunTrust Personal Loans, 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.

N/A

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

New Jurisdiction

Parks W. Avery, Jr.  
Signature

President

Date

99 SEP 10 AM 11:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Typed or printed name

Title

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

DOCKET NUMBER : K92300897  
CONTROL NUMBER : K523668  
DATE INC/AUTH/FILED: 08/01/1995  
JURISDICTION : GEORGIA  
PRINT DATE : 08/18/1999  
FORM NUMBER : 215

CRESTAR BANK/SUNTRUST BANK  
ATTN: SARA D. ADAMIK  
1001 SEMMES AVE.  
RICHMOND, VA 23224

**CERTIFIED COPY**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of SUNTRUST PERSONAL LOANS, INC.

**SUNTRUST PERSONAL LOANS, INC.  
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



*Cathy Cox*

Cathy Cox  
Secretary of State

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

DOCKET NUMBER : 972690824  
CONTROL NUMBER: 9523668  
EFFECTIVE DATE: 09/15/1997  
REFERENCE : 0045  
PRINT DATE : 09/26/1997  
FORM NUMBER : 611

RONALD S. FUNG, ATTORNEY  
SUNTRUST BANKS, INC.  
P. O. BOX 4418 - CENTER 662  
ATLANTA, GA 30302

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**PERSONAL EXPRESS LOANS, INC.  
A DOMESTIC PROFIT CORPORATION**

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

**SUNTRUST PERSONAL LOANS, 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.



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

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972690278  
9523668

**ARTICLES OF AMENDMENT  
OF  
PERSONAL EXPRESS LOANS, INC.**

1.

The name of the Corporation is Personal Express Loans, Inc.

2.

The First Article of the Corporation's Articles of Incorporation is hereby amended as follows:

**"FIRST.** The title of this Corporation shall be SunTrust Personal Loans, Inc."

3.

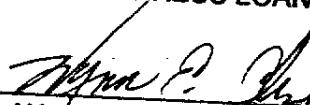
This Amendment to the Corporation's Articles of Incorporation was adopted by the Board of Directors of the Corporation on September 12, 1997, without shareholder action, pursuant to §14-2-1002 of the Georgia Business Corporation Code.

4.

The effective date of this Amendment to the Articles of Incorporation shall be September 15, 1997.

IN WITNESS WHEREOF, the Corporation has caused its duly authorized officer to execute these Articles of Amendment as of the 12th day of September, 1997.

**PERSONAL EXPRESS LOANS, INC.**

By: 

Wynn E. Cline  
Chairman of the Board

**UNANIMOUS CONSENT  
OF  
BOARD OF DIRECTORS  
PERSONAL EXPRESS LOANS, INC.**

We, the undersigned, being all of the Directors of Personal Express Loans, Inc., a corporation organized under the laws of the state of Georgia (the "Corporation") by signing hereunder, do hereby unanimously consent to and adopt the following Resolutions as to the actions of the Board of Directors of the Corporation in lieu of a meeting, pursuant to Section 14-2-821 of the Georgia Business Corporation Code.

WHEREAS, the Directors of the Corporation deem it in the best interest of the Corporation to change its name to "SunTrust Personal Loans, Inc.;"

NOW, THEREFORE, BE IT RESOLVED, that the First Article of the Corporation's Articles of Incorporation is hereby amended to change the Corporation's legal name to SunTrust Personal Loans, Inc.;

FURTHER RESOLVED, that the effective date of the name change shall be determined by the Officers of the Corporation, which date shall be set forth in the Articles of Amendment amending the Corporation's Articles of Incorporation;

FURTHER RESOLVED, that the Officers of the Corporation are authorized and directed to take or cause to be taken any and all actions, and to execute, seal, file, deliver and carry out such Articles of Amendment, documents, agreements, instruments or certificates, and to make any regulatory filings, that any of them deem to be necessary or desirable to effectuate the intent of the foregoing resolutions; and

**FURTHER RESOLVED**, that any officer of the rank of Vice President or above is authorized to execute on behalf of the Corporation any instrument, document, writing, or general contract for the conduct of business of the Corporation.

**FURTHER RESOLVED**, that Parks Avery is hereby elected to the office of President of the Corporation and as a Director joining the existing Board of Directors, and filling the vacancy created by the retirement of R.A. Nash.

This Consent shall have the same force and effect as the unanimous vote of the Directors of the Corporation in favor of the above Resolutions at a meeting duly convened. This Consent may be executed in multiple counterparts, each of which shall be deemed an original hereof.

Consented to as of the 12th day of September, 1997

Wynn E. Cline  
Wynn E. Cline, Director

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**Robert R. Long, Director**

**John C. Hollister, Director**



RECEIVED

SEP 26 '97

GEORGIA LEGAL

Department of Banking and Finance  
2990 Brandywine Road, Suite 200  
Atlanta, Georgia 30341-5565

September 22, 1997

Mr. Roland S. Fung  
Attorney  
SunTrust Banks, Inc.  
25 Park Place  
Atlanta, GA 30303

Re: Permission to use the name **SUNTRUST PERSONAL LOANS, INC**  
Dear Mr. Fung:

This letter is in response to your recent request for permission to use the referenced name for a corporation to do business in the State of Georgia. This Department imposes no objections to the use of the word "trust" in the proposed name.

This permission is granted based on the information provided in your letter dated September 18, 1997. If the circumstances regarding the type of business performed change, you need to inform this Department since you may no longer qualify to use the name for which permission was granted.

Permission to use this name is granted under the authority of Code Section 7-1-243 of the Financial Institutions Code of Georgia only and is still subject to approval by the Secretary of State.

If we may be of assistance in the future, please let us know.

Sincerely,

Judy Carter  
Administrative Assistant  
Corporate Division

770-986-1647  
770-986-1655 FAX  
cc: Corporations, Secretary of State's Office

JC:jc

