

F96000003685

GERALD WEINBERG, P.C.

Attorneys at Law
90 State Street
Albany, New York 12207

Gerald Weinberg
Lawrence A. Kirsch

Telephone (518) 463-2051
NYS (800) 342-9856
Facsimile (518) 463-0079

June 25, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
97 JUN 26 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: NORTHWOOD FUNDING, LTD.

500002223925--0
-06/26/97--01074--002
*****35.00 *****35.00

Enclosed herein please find and original and a copy of the Application by Foreign Corporation for Authorization to file Amendment to Application for Authorization to Transact Business in Florida for the above named New York entity. Please file the document and return to me a stamped filed copy of the Articles. Enclosed please find a check made payable to Florida Department of State in the amount of \$35.00.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,

Lawrence A. Kirsch
Lawrence A. Kirsch

LAK/ss
Enc.

NPK
7/2

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.)

FILED
JUN 26 AM 8:46
SECRETARY OF STATE
ALACHUA COUNTY, FLORIDA

SECTION I

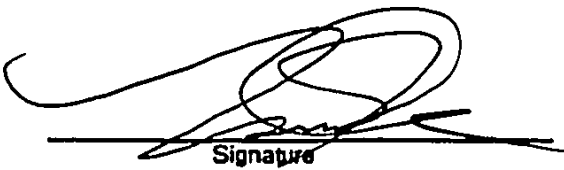
(1-3 must be completed)

1. NORTHWOOD FUNDING, LTD.
Name of corporation as it appears on the records of the Department of State.
2. NEW YORK
Incorporated under laws of
3. 7-22-96
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? June 18, 1997
5. NORTHWOOD EXPRESS, 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.
No change
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No Change
New Jurisdiction


Signature

Matthew Chase

Typed or printed name

June 20, 1997

Date

President & Sole Shareholder

Title

**State of New York
Department of State**

ss:

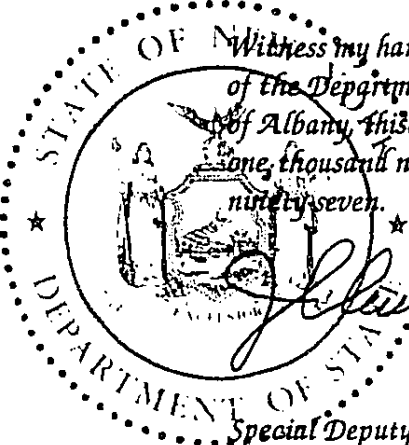
I hereby certify, that the certificate of incorporation of NORTHWOOD EXPRESS, INC. was filed on 12/01/1994, under the name of NORTHWOOD FUNDING, LTD., with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A Biennial Statement was filed 01/07/1997.

A Certificate of Amendment NORTHWOOD FUNDING, LTD., changing name to NORTHWOOD EXPRESS, INC., was filed 06/18/1997.

I further certify, that no other certificates have been filed by such corporation.

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of June
one, thousand nine hundred and
ninety seven.



[Signature]
Special Deputy Secretary of State

199706200102 61