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February 19, 2002

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*****43.75 *****43.75

Amendment Section
Division of Corporations
Fla. Dept. of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB 21 PM 2:44

Ladies and Gentlemen:

Enclosed is an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida (and copy thereof) which I would appreciate your filing. Please return a copy with the filing information. We enclosed our check in the amount of \$43.75 for the filing fee and certified copy.

Thank you for your assistance in this matter.

Sincerely yours,



H. LEON HOLBROOK

HLH/crn

Enclosures

cc: Mr. Randal L. Ringhaver

N/c

V SHEPARD FEB 26 2002

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. FCC EQUIPMENT FINANCING, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 11/15/96
(Incorporated under laws of) (Date authorized to do business in Florida)

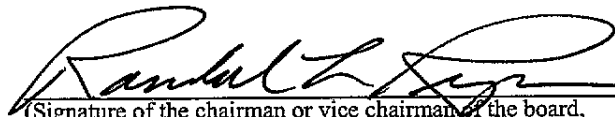
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? February 7, 2002
5. NORTH AMERICAN EQUITY INVESTORS, 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)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

February 18, 2002
(Date)

RANDAL L. RINGHAUSER
(Typed or printed name)

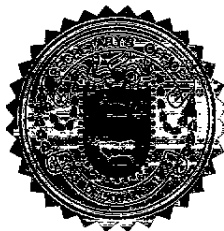
Chairman of the Board
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "FCC EQUIPMENT FINANCING, INC.", CHANGING ITS NAME FROM "FCC EQUIPMENT FINANCING, INC." TO "NORTH AMERICAN EQUITY INVESTORS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 12:45 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2385393 8100

AUTHENTICATION: 1607597

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- **First:** That at a meeting of the Board of Directors of FCC EQUIPMENT FINANCING, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

" The name of the corporation shall be North American Equity Investors, Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

FCC EQUIPMENT FINANCING, INC.

BY: 

(Authorized Officer)

NAME: CHRIS L. REGAS

President