

F97000001811

NEGRONI & WINSTON, PLLC

ATTORNEYS AT LAW

SUITE 1105

1156 FIFTEENTH STREET, N.W.

WASHINGTON, D.C. 20005

(202) 887-1610

FACSIMILE (202) 887-1902

ANDREA LEE NEGRONI  
L. MARK WINSTON  
JOHN P. KROMER\*  
JAVIER MARQUES\*  
MELISSA L. BARRETT, COUNSEL  
\*NOT ADMITTED IN D.C.

December 30, 1997

FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 9:48

**VIA FEDERAL EXPRESS**

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

300002387543--5  
-12/31/97--01074--005  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

RE: Liberty Lending Corp.

To Whom it may concern:

On behalf of our client, Liberty Lending Corp., please find attached a fully executed application to amend an application for authorization to transact business in Florida. (Please note, this amendment relates only to a change of name; Liberty Lending Corp. will now be known as Tribeca Lending Corp.) A certificate from the New York State Department of State, Liberty Lending's state of incorporation, evidencing acceptance of the amendment is also included. Finally, a check in the amount of \$96.25 has been attached in payment of the filing fee, issuance of a certified copy of the amendment as well as issuance of a Certificate of Status.

Please return the certified copy of the amendment and the Certificate of Status to my attention in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding the foregoing, please do not hesitate to contact me at (202) 887-1610.

Kind regards,

*Veronique M. Cavaillier*

Véronique M. Cavaillier  
Legal Assistant

Enclosures

cc: Marcia B. Vacacela, Tribeca Lending Corp.  
F:\CLIENTS\FL\amend.ltr

N.C.  
01-D9-98  
CC

**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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 31 AM 9:48

1. Liberty Lending Corp.  
Name of corporation as it appears on the records of the Department of State.
2. New York 3. \_\_\_\_\_  
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? 11/24/97
5. Tribeca Lending Corp.  
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.  
Not Applicable  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Not Applicable  
New Jurisdiction

Marcia B. Vacacela  
Signature

December 25th, 1997  
Date

Marcia B. Vacacela  
Typed or printed name

President  
Title

*State of New York* }  
*Department of State* } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **NOV 24 1997**



A handwritten signature in cursive script, appearing to read "J. Clark", followed by a horizontal line.

*Special Deputy Secretary of State*

1-971120000 509

CERTIFICATE OF AMENDMENT

OF:

LIBERTY LENDING CORP.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

FILED

NOV 20 2 34 PM '97

100  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 20 1997

TAX \$

BY: dyd  
New York

6111  
FILER: NEGRONI & WINSTON, PLLC  
ATTN: VERONIQUE M. CAVAILLIER  
ADDRESS: 1156 15TH STREET, STE. 1105  
CITY & STATE: WASHINGTON DC 20005

5

971120000 536

K 971120000 509

**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION OF  
LIBERTY LENDING CORP.**

**UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW**

The undersigned, for the purpose of amending the Certificate of Incorporation of LIBERTY LENDING CORP. (the "Corporation"), pursuant to Section 805 of the Business Corporation Law of the State of New York, do hereby certify and set forth:

FIRST: The name of the Corporation is LIBERTY LENDING CORP.

SECOND: On January 29, 1997, the Certificate of Incorporation of the Corporation was filed by the Department of State of the State of New York.

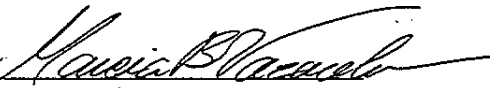
THIRD: The Certificate of Incorporation for the Corporation is hereby amended by striking Article FIRST and substituting in lieu thereof the following:

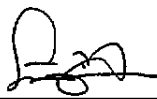
Article FIRST: The name of the corporation is TRIBECA LENDING CORP.

FOURTH: This amendment to the Certificate of Incorporation was duly authorized by the Board of Directors of the Corporation and was approved by unanimous written consent of the shareholders of the Corporation pursuant to Section 803(a) of the Business Corporation Law of the State of New York.

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Incorporation has been subscribed to this \_\_\_\_ day of November, 1997 by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

LIBERTY LENDING CORP.

By:   
Name: Marcia Vacacela  
Title: President

By:   
Name: Stephen T. Hague  
Title: Secretary

F:\CLIENTS\30673\ARTINC.AMEND

*State of New York,*  
**Banking Department**

I, Walter J. O'Meara, Deputy Superintendent of Banks of the State of New York, hereby approve, pursuant to New York Business Corporation Law Section 301(a)(5)(B) as amended, the use of the word or a derivative of the word "loan" in the entity's title of:

**TRIBECA LENDING CORP.**

**Witness,** *my hand and official seal of the Banking Department at the City of New York,*  
*this 12th day of November in the Year*  
*one thousand nine hundred and ninety-seven.*

4 *Walter J. O'Meara*  
Deputy Superintendent of Banks