



**WESTERN
CAPITAL
FUNDING**

F97000004332

November 26, 1997

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

Re: Change of Name

To whom it may concern:

Please find enclosed our Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, along with the necessary fee and certificate. I apologize for not notifying you sooner but, had to wait for approval from the California Department of Real Estate to ensure their acceptance.

TDIS Corporation was authorized to transact business in Florida as of August 18, 1997 and assigned document #F97000004332. Our fictitious business name, Western Capital Funding, was also registered August 18, 1997 (registration #G97230900010) and is no longer needed.

Should you need anything further, please don't hesitate to call.

Sincerely,

David Shepardson
President

DS/has

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WESTERN CAPITAL FUNDING, INC.

32395 CLINTON KEITH ROAD, SUITE 200
WILDOMAR, CA 92595

Phone 909-678-1406
Fax 909-678-1506

November 14, 1997

Florida Dept. of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Corporate Name Change

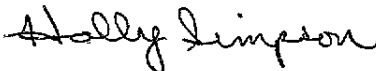
To whom it may concern:

TDIS Corporation is authorized to transact business in Florida (F97000004332).

However, this letter is to inform you that we recently changed our name from TDIS Corporation to Western Capital Funding, Inc.. I have enclosed the Amended Articles of Incorporation endorsed and filed by the California Secretary of State.

Should you need anything further, please feel free to contact me.

Sincerely,



Holly Simpson
Director of Compliance

enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

HOLLY SIMPSON
WESTERN CAPITAL FUNDING, INC.
32395 CLINTON KEITH ROAD, SUITE 200
WILDMAR, CA 92595

SUBJECT: TDIS CORPORATION
Ref. Number: F97000004332

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application in this office within 30 days after the occurrence of any such change. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change and a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 697A00055304

(Pursuant to s. 607.1504, F.S.)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

President	Title
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State of California



SECRETARY OF STATE



1 page

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

SEP 08 1997

*Bill Jones*

Secretary of State

A497017


ENDORSED
FILED

In the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

SEP 08 1997

TDIS CORPORATION

David Shepardson and David Breault certify that  BILL JONES, Secretary of State

1. They are the President and Secretary, respectively, of TDIS Corporation, a California Corporation.

2. Article I of the Articles of Incorporation of this corporation, which reads:

The name of this corporation is TDIS Corporation.

is amended to read:

The name of this corporation is Western Capital Funding, Inc.

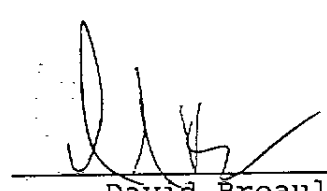
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with section 902 of the California Corporations Code. The corporation has only one class of shares outstanding, of which 1,000 shares are outstanding. The total number of shares entitled to vote with respect to the amendment was 1,000. Each outstanding share was entitled to one vote. The number of shares voting in favor of the amendment exceeded the vote required. The percentage vote required was more than 50 percent.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Dated: August 11, 1997


David Shepardson


David Breault