



THE UNITED STATES
CORPORATION
COMPANY

F97000005000

ACCOUNT NO. : 072100000032

REFERENCE : 670668 53081A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : January 15, 1998

ORDER TIME : 3:19 PM

ORDER NO. : 670668-005

CUSTOMER NO: 53081A

CUSTOMER: Ms. Chrissi Sprague
Federal Home Equity, Inc.
7819 Norfolk Avenue

Bethesda, MD 20814

3000002404019--9

FOREIGN FILINGS

NAME: FEDERAL CAPITAL FUNDING CORP.

XX PROFIT XX CORPORATE
NON-PROFIT LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

FILED
98 JAN 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JAN 16 PM 4:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
NC
BKG
1/16

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

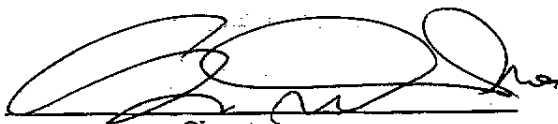
(1-3 must be completed)

1. Federal Capital Funding Corp.
Name of corporation as it appears on the records of the Department of State.
2. Maryland
Incorporated under the laws of
3. September 24, 1997
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? December 19, 1997
5. ProCapital Funding 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.
No changes
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
No changes
New Jurisdiction



Signature

Stephen Maged

Typed or printed name

January 14, 1998

Date

President

Title

ARTICLES OF AMENDMENT

(1)

FILED
98 JAN 16 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WM

(2) Federal Capital Funding Corp.
a Maryland corporation hereby certifies to the State Department of Assessments and Taxation of Maryland that:

(3) The charter of the corporation is hereby amended as follows:

Change Federal Capital Funding Corp. to:
ProCapital Funding Corp.

EFFECTIVE DECEMBER 19, 1997 8:00 A.M.

ASSESS & TAX

97 DEC 15 P 3:35

RECEIVED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-15-97 at 3:35 p.m.

EFF 12-19-97 8:00 a.m.

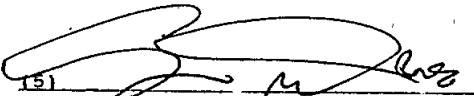
This amendment of the charter of the corporation has been approved by

(4) the directors and shareholders

We the undersigned President and Secretary swear under penalties of perjury that the foregoing is a corporate act.

(5) 
Secretary

Gus Papaloizos

(5) 
President

Stephen Maged

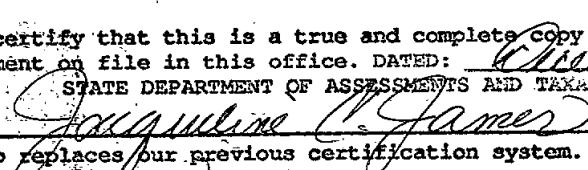
(6) 7819 Norfolk Avenue
Bethesda, Maryland 20814

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the
page document on file in this office. DATED: Chamber

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY:



Custodian

This stamp replaces our previous certification system. Effective: 6/95