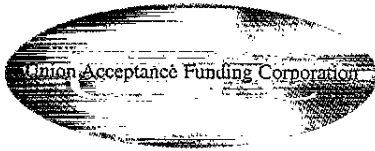


F97000005226



May 31, 2000

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

FILED
00 JUN -5 AM 10:39
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Re: Union Acceptance Funding Corporation – Name Amendment

Dear Sir or Madam:

We recently filed a Certificate of Amendment of Certificate of Incorporation of Union Acceptance Funding Corporation with the Delaware Secretary of State (see attached certified copy). This Certificate authorizes the corporate name to be changed to **UAFC Corporation**.

Accordingly, enclosed please find our Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida along with the required \$35.00 filing fee.

Please forward the amended Authorization to me at the following address:

9240 Bonita Beach Road, Suite 1109-C
Bonita Springs, FL 34135

000003277060--4
-06/05/00--01118--020
*****35.00 *****35.00

If you have any questions, please feel free to call me at (941) 948-1850 or 1852.

Very truly yours,

UAFC CORPORATION

Leeanne W. Graziani
Leeanne W. Graziani
President

NC
6-13-00
MS

enclosures

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "UNION ACCEPTANCE FUNDING CORPORATION", CHANGING ITS NAME FROM "UNION ACCEPTANCE FUNDING CORPORATION" TO "UAFC CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF MAY, A.D. 2000, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2387320 8100

001255794

AUTHENTICATION: 0458933

DATE: 05-24-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNION ACCEPTANCE FUNDING CORPORATION**

Union Acceptance Funding Corporation (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Act"), does hereby certify that:

I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the Act and has been consented to in writing by the sole stockholder, in accordance with Section 228 of the Act.

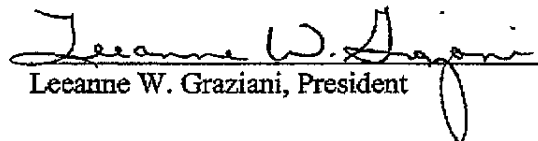
II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

ARTICLE I

Name

The name of the corporation is UAFC Corporation (the "Corporation").

IN WITNESS WHEREOF, Union Acceptance Funding Corporation has caused this Certificate to be executed by Leeanne W. Graziani, its authorized officer, on this 12th day of May, 2000.


Leeanne W. Graziani, President