

May 31, 2000

Florida Department of State Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 OO JUN -5 AM IO: 39

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

President

enclosures

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)

Union Acceptance Funding Corporation Name of corporation as it appears on the records of the Department of State.
2. <u>Delaware</u> 3. <u>October 6, 1997</u> 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? May 12, 2000
5. UAFC Corporation 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.
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
New Jurisdiction May 31, 2000 Signature Date
Leeanne W. Graziani President Typed or printed name Title

State of Delaware

Office of the Secretary of State

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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.

Edward J. Freel, Secretary of State

-AUTHENTICATION:

0458933

DATE: 05-24-00

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001255794

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 05/12/2000 001244522 - 2387320

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

<u>Name</u>

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

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