

National City

National City Bank of Pennsylvania
National City Center
20 Stanwix Street
Pittsburgh, PA 15222-4802

F98000002368

February 23, 2000

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

RE: American Mortgage Source, Inc.
Name Change to National City DND, Inc.

300003150883--8
-02/29/00--01017--003
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed for filing please find an Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida filed in duplicate on behalf of American Mortgage Source, Inc., along with a check in the amount of \$35.00 for the filing fee. Also enclosed is an original and a copy of the Certificate of Name Change issued by the State of Delaware. Please return evidence of filing to my attention at the above address.

If you have any questions concerning this filing, please call me at (412) 644-8131.

Yours truly,

Rose M. Lennex

Rose M. Lennex
Paralegal

Enclosures

FILED
00 FEB 29 PM 9 56
SECRETARY OF STATE
TALLAHASSEE, FL 32314

PC

T. LEWIS MAR 9 2000

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 FEB 29 PM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. American Mortgage Source, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: 4-24-98

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 27, 1999 at 3:00 p.m.

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

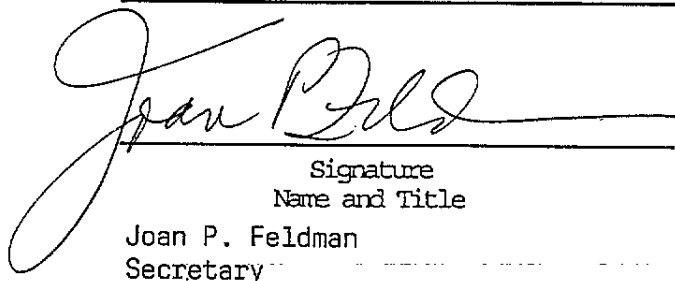
National City DND, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A



Signature
Name and Title
Joan P. Feldman
Secretary

February 18, 2000

Date

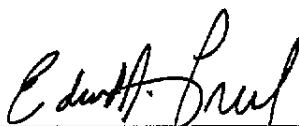
State of Delaware
Office of the Secretary of State

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 "AMERICAN MORTGAGE SOURCE, INC.", CHANGING ITS NAME FROM "AMERICAN MORTGAGE SOURCE, INC." TO "NATIONAL CITY DND, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

2818962 8100

AUTHENTICATION: 0167739

991563334

DATE: 12-28-99

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

(In Accordance with Section 242 of the Delaware Corporation Law)

American Mortgage Source, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of American Mortgage Source, Inc. be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is National City DND, Inc."

IN WITNESS WHEREOF, said American Mortgage Source, Inc. has caused this certificate to be signed by JoanP. Feldman, its Secretary, this 22nd of December, 1999.

AMERICAN MORTGAGE SOURCE, INC.

By: 
Secretary