



THE UNITED STATES
CORPORATION
COMPANY

417 335

ACCOUNT NO. : 072100000032

REFERENCE : 402614 7123153

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35

ORDER DATE : May 23, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 402614-005

CUSTOMER NO: 7123153

CUSTOMER: Mercedes Padin, Esq
Nal Acceptance Corporation
500 Cypress Creek Road, West

800002189908--5

Fort Lauderdale, FL 33309

DOMESTIC AMENDMENT FILING

NAME: AFFORDABLE FINANCIAL SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
97 MAY 23 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: 5/27/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 23, 1997

CSC
CHRISTOPHER SMITH
TALLAHASSEE, FL

SUBJECT: AFFORDABLE FINANCIAL SERVICES, INC.
Ref. Number: L17335

RESUBMIT

Please give original
submission date as file date.

We have received your document for AFFORDABLE FINANCIAL SERVICES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 297A00028238

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AFFORDABLE FINANCIAL SERVICES, INC.

97 MAY 23 PM 2:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of AFFORDABLE FINANCIAL SERVICES, INC. (the "Corporation"), originally filed with the Secretary of State of the State of Florida on September 21, 1989 were amended by the Corporation's Board of Directors on May 20, 1997. The Corporation is filing these Articles of Amendment to the Articles of Incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is AFFORDABLE FINANCIAL SERVICES, INC. ; this amendment shall become effective upon filing with the Florida Secretary of State;
2. The original Articles of the Corporation were filed on September 21, 1989;
3. Article VII of the Corporation's Articles of Incorporation was amended as follows:

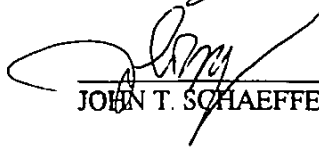
Board of Directors. The Corporation shall have a minimum of two (2) directors and a maximum of five (5) directors. At all times, at least one of the directors shall be an Independent Director. The term "Independent Director" shall mean an individual who shall at no time be (a) a director or officer of, or be employed by, the Corporation or any Affiliate of the Corporation; (b) a natural person related to any director or officer of the Corporation or any Affiliate of the Corporation; (c) a holder, directly or indirectly, of more than five (5) percent of any voting securities of the Corporation or any Affiliate of the Corporation; or (d) a natural person related to a holder, directly or indirectly, of more than five (5) percent of any voting securities of the Corporation or any Affiliate of the Corporation. "Affiliate" shall mean any entity other than the Corporation (a) which owns beneficially, directly or indirectly, ten (10) percent or more of the outstanding shares of the common stock of the Corporation, (b) which is in control of the Corporation, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. Section 230.405, (c) of which ten (10) percent or more of the outstanding shares of its common stock is owned beneficially, directly or indirectly, by any entity described in Clause (a) or (b) above, or (d) which is controlled by an entity described in Clause (a) or (b) above, as defined under Section 230.405 of the Rules and Regulations of the Securities and Exchange Commission, 17 C.F.R. Section 230.405.

4. Article IX of the Corporation's Articles of Incorporation was amended as follows:

Voluntary Bankruptcy. Without the unanimous affirmative vote of the entire Board of Directors of the Corporation (including the Independent Director, who must specifically approve and authorize such action), the Corporation shall not (a) dissolve, liquidate, in whole or in part, consolidate, merge or sell all or substantially all of its assets, or institute proceedings to be adjudicated bankrupt or insolvent, (b) consent to the institution of bankruptcy or insolvency proceedings against it, (c) file a petition seeking or consenting to reorganization or relief under applicable federal or state law relating to bankruptcy, (d) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, or other similar official, of the Corporation or a substantial part of its property, (e) make a general assignment for the benefit of creditors, (f) admit in writing its inability to pay its debts generally as they become due, (g) amend, modify or repeal the Corporation's Articles of Incorporation or By-Laws, or (h) take any corporate action in furtherance of the actions set forth in Clauses (a) through (g) above, provided, however, that no Director may be required by any shareholder of the Corporation to consent to the institution of bankruptcy or insolvency proceedings against the Corporation so long as the Corporation is solvent.

IN WITNESS WHEREOF, the undersigned Directors of the Corporation have executed these Articles of Amendment on the 20th day of May, 1997. **


SPIRO LAZARO


JOHN T. SCHAEFFER, Independent Director

5/20/97:A:\AFFORD-A.AMD

** This amendment to the Articles of Incorporation was adopted by the Board of Directors without approval from the shareholders, which is not required.