

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Beacon Financial Group
LLC

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- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ☒ Art. of Amend. File **LLC**
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ☒ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

Signature _____

Requested by: **LS**

Name _____

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Date

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Time

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TALLAHASSEE
DIVISION OF CORPORATE & COMMERCIAL AFFAIRS
TALLAHASSEE, FLORIDA

APPROVAL
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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

BEACON FINANCIAL GROUP, LLC
(a Florida Limited Liability Company)

- FIRST:** The date of filing of the Articles of Organization was November 30, 1999.
- SECOND:** The following amendments to the Articles of Organization were made by the Limited Liability Company:
1. Article V is amended to read as follows:

Article V - Additional Provisions

The nature of the business of the Limited Liability Company and the objects or purposes to be transacted, promoted or carried on by it are to engage solely in the following activities:

(a) to execute and deliver (i) one or more purchase and sale agreement(s) (the "Purchase Agreements") pursuant to which certain motor vehicle retail financing agreements, furniture financing agreements, credit card receivables, motor vehicle parts and motor vehicle and equipment leasing agreements (the "Receivables"), the security interest in such motor vehicles, motor vehicle parts, credit card accounts, furniture and equipment financed thereby ("Financed Goods"), and certain related rights will be purchased and sold (collectively, "Conveyed Property"), (ii) a Master Loan and Security Agreement (the "Loan Agreement") pursuant to which the Conveyed Property will be pledged to the holder of certain notes (the "Notes") made pursuant to the Loan Agreement, (iii) a servicing Agreement(s) (the "Servicing Agreement(s)") pursuant to which the Receivables will be serviced and (iv) such other documents as are necessary or advisable for the Company to undertake all rights, duties and obligations contained in the Purchase Agreements, the Loan Agreement and the Servicing Agreements (collectively referred to herein as the "Agreements")

(b) to perform the functions and obligations pursuant to the Agreements and foregoing documents necessary or desirable to effectuate the foregoing, and to perform such other obligations contemplated by the Agreements, including without limitation, the purchase or issuance of other debt and equity instruments which do not violate the terms of the Loan Agreement; and

(c) any lawful act or activity for which the limited liability companies may be organized under the limited liability company law of the State of Florida, for so long as the same are necessary, appropriate or suitable to accomplish the objects or purposes specified in subparagraphs (a) and (b) above.

Dated: December 31, 1999



Signature of a member of a limited liability company

TIM GAMWELL

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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