

M00000002425

CT CORPORATION

FILED
2002 OCT 21 PM 1:21
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

HPSC Capital Funding, LLC Changed name to: HPSC Gloucester Funding

300008477043--4
10/21/02 01046--010
*****25.00 *****25.00

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of Name |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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10/21/02

KF

Order#: 5640008

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department
State: HPSC CAPITAL FUNDING LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 11/29/2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? 10/15/2002
5. New name of the limited liability company: HPSC GLOUCESTER FUNDING 2002-1 LLC II
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected
and the correction: _____
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned
amendment(s), duly authenticated by the official having custody of records in the
jurisdiction under the law of which this entity is organized.

Richard L Kenney

Signature of a member or the authorized
representative of a member

Richard L Kenney Assoc. Sec. HPSC INC

Typed or printed name of signee

Delaware

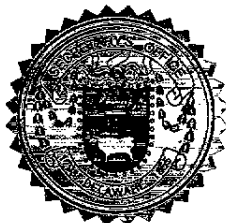
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HPSC CAPITAL FUNDING, LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HPSC GLOUCESTER FUNDING 2002-1 LLC II", THE FIFTEENTH DAY OF OCTOBER, A.D. 2002, AT 11:15 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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TALLAHASSEE, FLORIDA



3296549 8320

020642991

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2040608

DATE: 10-17-02