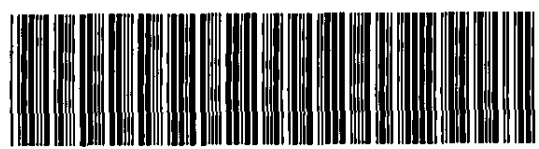


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 183314 4302451
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 25.00

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ORDER DATE : June 15, 2006
ORDER TIME : 4:15 PM
ORDER NO. : 183314-010
CUSTOMER NO: 4302451

FOREIGN FILINGS

NAME: CFH ACQUISITION LLC

XX LLC

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Pollye Janisse -- EXT# 2954

EXAMINER: _____

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: CFH Acquisition LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 04/14/2005


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? 05/04/2005
5. New name of the limited liability company: Capital Factors LLC
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.



Signature of a member or the authorized representative of a member

Andrew H. Tananbaum

Typed or printed name of signee

Filing Fee: \$25.00

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Delaware

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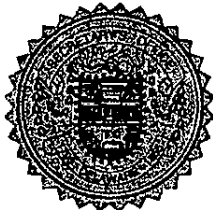
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CFH ACQUISITION LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CAPITAL FACTORS LLC", THE FOURTH DAY OF MAY, A.D. 2005, AT 6:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CFH ACQUISITION LLC" WAS FORMED ON THE THIRTIETH DAY OF MARCH, A.D. 2005.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3947727 8320

AUTHENTICATION: 4833758

060584130

DATE: 06-16-06