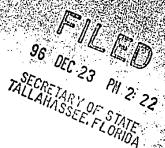
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ARTICLES OF AMENDMENT OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION



- 1. The name of the Corporation is World Omni Lease Funding, Inc.
- 2. Article II of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE II

The Corporation may engage in any and all lawful purposes and shall have all powers permitted under the laws of the State of Florida.

3. The foregoing amendment was unanimously adopted by all of the Directors of the Corporation and Stockholders of the Corporation eligible to vote by a Written Consent signed by them as of December 12th, 1996, manifesting their intention that this amendment to the Amended and Restated Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholders.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this <u>b</u> day of December, 1996.

Dary P. Smith

Prevident

ATTEST:

J*g*hn J. Whelar