



M98000000469

ACCOUNT NO. : 072100000032

REFERENCE : 818221 4326262

AUTHORIZATION : *Patricia*

COST LIMIT : \$ ~~250.00~~

ORDER DATE : May 13, 1998

ORDER TIME : 11:30 AM

ORDER NO. : 818221-005

CUSTOMER NO: 4326262

CUSTOMER: Nancy Udolf, Esq
Zukerman Gore & Brandeis
900 Third Avenue
8th Fl.
New York, NY 10022

300002542393--7

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUN -1 PM 4:10

FOREIGN FILINGS

NAME: SOUTHSTAR ABC, LLC

File Second

XX PROFIT
 NON-PROFIT

 CORPORATE
XX LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: STACY EARNEST

RECEIVED
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DIVISION OF CORPORATIONS

*by
6/1/98*

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
88 JUN -1 PM 4:10

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Department of
State: SOUTHSTAR ABC, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: May 12th, 1998

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

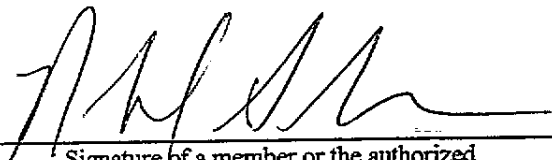
4. If the amendment changes the name of the limited liability company, when was the
change effected under the laws of its jurisdiction of organization? _____
5. New name of the limited liability company: SOUTHSTAR FUNDING, LLC

(Name must end with the words "limited company" or the abbreviation "L.C." if not so
contained in the name at present.)

6. If the amendment changes the period of duration, indicate new period of duration:
no change
7. If the amendment changes the jurisdiction of organization indicate new jurisdiction:
no change

May 26th, 1998

Date



Signature of a member or the authorized
representative of a member

Nathaniel S. Gore, Authorized Representative
Typed or printed name

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SOUTHSTAR ABC, LLC", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "SOUTHSTAR FUNDING, LLC", THE TWENTY-SECOND DAY OF MAY, A.D. 1998, AT 9 O'CLOCK A.M.

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9107266
05-28-98
Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: