

Florida Department of State
Division of Corporations
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From:

Account Name : C T CORPORATION SYSTEM
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LIMITED LIABILITY AMENDMENT

NCT FUNDING COMPANY, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$25.00

FILED
2005 FEB 16 AM 9:25:51
SECRETARY OF CORPORATION
TALLAHASSEE, FLORIDA
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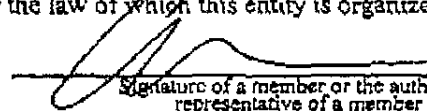
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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: NCT Funding Company, L.L.C.
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: 04/08/1999

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? 01/24/2005
5. New name of the limited liability company: CIT Funding Company, 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 _____ jurisdiction under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Eric S. Mandelbaum - Senior Vice President & Secretary

Typed or printed name of si

CIT Financial USA, Inc., Sole Member

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FROM CORPORATION TRUST WILM TEAM #2

(TUE) 2/15/05 15:54/ST. 15:50/NO. 4863796471 P 3

Delaware

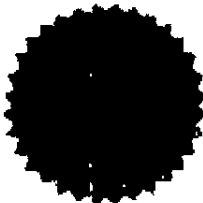
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NCT FUNDING COMPANY, L.L.C.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CIT FUNDING COMPANY, LLC", THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005, AT 2:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2005, AT 5:01 O'CLOCK P.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3586048

3001709 8320

050123943

DATE: 02-15-05