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HOGAN & HARTSON
L.L.P.

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November 16, 1999

BY FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Name Change Filing - Access National Mortgage, L.L.C.

Dear Ladies and Gentlemen:

We enclose for filing with the Florida Department of State, Division of Corporations, an Application to File Amendment to Application for Authorization to Transact Business in Florida for Access National Mortgage, L.L.C., a qualified foreign limited liability corporation. Also enclosed is a check in the amount of \$52.50 to cover the filing fees. Please return evidence of the filing to:

Ms. Pamela Blumenthal
Hogan & Hartson L.L.P.
555 13th Street, N.W.
Washington, D.C. 20004

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-11/17/99--01092--012
*****52.50 *****52.50

If you have any questions relating to this matter, please contact me at (202) 637-5561.

Sincerely,

Pamela M. Blumenthal
Pamela M. Blumenthal

Enclosures

99 NOV 17 PM 4: 14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-18-99

BRUSSELS BUDAPEST* LONDON MOSCOW PARIS* PRAGUE* WARSAW

BALTIMORE, MD BOULDER, CO COLORADO SPRINGS, CO DENVER, CO LOS ANGELES, CA McLEAN, VA NEW YORK, NY

**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: ACCESS NATIONAL MORTGAGE, L.L.C.
2. Jurisdiction of its organization: DELAWARE
3. Date authorized to do business in Florida: AUGUST 5, 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? SEPTEMBER 8, 1999
5. New name of the limited liability company: NOWLENDING, L.L.C.

(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:

N/A

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

N/A

8. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the Secretary of State or the proper official having custody of records under the law of which this entity is organized.


Signature of a member or the authorized representative of a member

Ross M. Strickland
Typed or printed name of signee

Filing Fee: \$52.50

FILED
99 NOV 17 PM 4: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ACCESS NATIONAL MORTGAGE, L.L.C.", CHANGING ITS NAME FROM "ACCESS NATIONAL MORTGAGE, L.L.C." TO "NOWLENDING, L.L.C.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 1999, AT 1:30 O'CLOCK P.M.

FILED
99 NOV 17 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2985799 8100

991481070

AUTHENTICATION: 0076538

DATE: 11-11-99

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF FORMATION
OF
ACCESS NATIONAL MORTGAGE, L.L.C.

Access National Mortgage, L.L.C. (the "L.L.C."), a limited liability company organized under the Delaware Limited Liability Company Act (the "Act"), for the purpose of amending its Certificate of Formation originally filed with the Secretary of State of Delaware on December 29, 1998, pursuant to Section 18-202 of the Act, hereby certifies as follows:

First: Effective September 8, 1999 Paragraph 1 of the Certificate of Formation is amended to read in its entirety as follows:

1. The name of the limited liability company is Nowlending, L.L.C.

Second: Effective September 8, 1999 Paragraph 3 of the Certificate of Formation is amended to read in its entirety as follows:

4. The name and address of the authorized person is Adah I. Moulton, Hogan & Hartson, L.L.P., 8300 Greensboro Drive, McLean, Virginia 22102. The powers of the authorized person shall terminate upon the filing of this Certificate of Amendment to the Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Formation of Access National Mortgage, L.L.C. as of this 8th day of September, 1999.

Access National Mortgage, L.L.C.

By: 

Adah I. Moulton

AUTHORIZED PERSON

99 NOV 17 PM 4: 14
FILED
SECRETARY OF STATE
ALLAHASSEE, FLORIDA