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August 17, 2000
File No.: 2154-0100

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Articles of Amendment for Greywolf Capital, Inc.

To Whom It May Concern:

Enclosed please find the signed original and one signed copy of the Articles of Amendment of the above named Corporation. We have also enclosed our check in the amount of \$35.00 for the filing fees of the Articles of Amendment. Please mail me the copy of the Articles of Amendment with the appropriate stamped information in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to call us.

Sincerely,

PATEL & O'CONNOR, P.A.

Alyse Kauget FOR
Patrick M. O'Connor

PMO/mag
Enclosures

cc: Greywolf Capital, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 22 PM 2:59

N/C

V. SHEPARD SEP 6 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GREYWOLF CAPITAL, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 22 PM 2:09

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is GREYWOLF CAPITAL, INC.

SECOND: Amendments adopted:

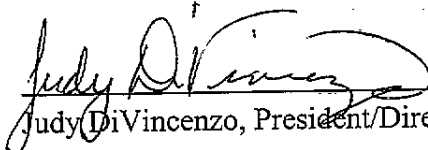
ARTICLE I. - NAME

The name of the Corporation is PRIORITY SOURCE CAPITAL, INC.

THIRD: The date of the above amendments adoption is JUNE 1, 2000.

FOURTH: Adoption of the above stated amendments was unanimously approved by the shareholders and directors. The number of votes cast in favor of the amendment by both the shareholders and directors was sufficient for approval of said amendment.

Signed this 15th day of August, 2000.


Judy DiVincenzo, President/Director