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LAW OFFICES OF DIANE M. TRAINOR

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Miami, Florida 33156
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May 16, 2001

SECRETARY OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Re: *Capital Choice Consumer Credit, Inc.*

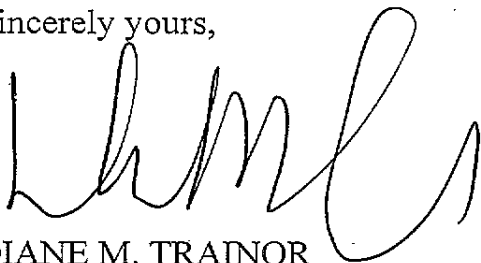
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*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation, changing the director of the corporation, together with the Corporation's check in the sum of \$43.75, representing the \$35.00 filing fee and the fee for return of a certified copy of the Articles of Amendment once filed.

If you have any questions, please do not hesitate to contact me at (305) 670-6000 extension 101.

Sincerely yours,



DIANE M. TRAINOR

FILED
01 MAY 23 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY 31 2001

**AMENDMENT TO ARTICLES
OF INCORPORATION FOR
CAPITAL CHOICE CONSUMER CREDIT, INC.**

FILED
01 MAY 23 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being the sole shareholder of CAPITAL CHOICE CONSUMER CREDIT, INC., a Florida corporation, do hereby manifest my intention that ARTICLE VI of the Articles of Incorporation of CAPITAL CHOICE CONSUMER CREDIT, INC. filed February 23, 2000, be hereby amended so that ARTICLE VI of the Articles of Incorporation shall now read and provide as follows:

ARTICLE VI - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have up to three directors, but shall have only one director at this time. The name and address of the Director is:

RAFAEL CARDENAS, 7349 N.W. 34th Street, Miami, Fl. 33122

The foregoing amendments shall become effective as of May 15, 2001.

The amendments were approved and adopted by the undersigned, as the sole shareholder of CAPITAL CHOICE CONSUMER CREDIT, INC. as of May 15, 2001. The number of votes cast are sufficient for approval of this amendment.



RICARDO MARTINEZ, Sole Shareholder
And President of CAPITAL CHOICE
CONSUMER CREDIT, INC.