

P. 0000046420

Timothy V. Coffin  
affiliatedcanada.com, inc.  
2871 Gloria Court  
Clearwater. FL 33761

FILED - STATE  
SECRETARY OF CORPORATIONS  
01 FEB 16 PM 12:51

February 9, 2001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

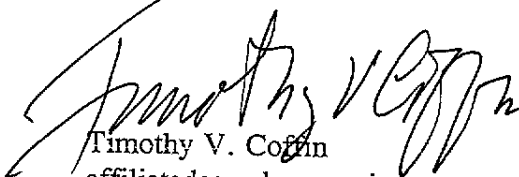
700003707887--3  
-02/16/01--01118--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Affiliatedcanada.com, inc.

Dear Sir or Madam:

Enclosed please find the original Amendment to Articles of Incorporation and Consent in Lieu of Special Meeting of Board of Directors, together with a check in the amount of \$35.00. This represents the filing fee for Affiliatedcanada.com, inc.

Very truly yours,

  
Timothy V. Coffin  
affiliatedcanada.com, inc.

Enclosures

check stapled here

N/c

V. SHEPARD FEB 21 2001

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
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Amendment to the

ARTICLES OF INCORPORATION of affiliatedcanada.com, inc.

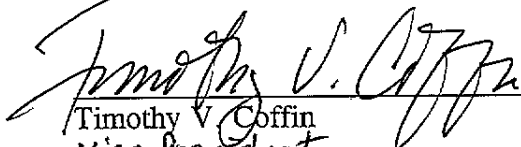
The undersigned director of affiliatedcanada.com, inc. hereby amends the Articles of Incorporation of the Corporation to read as follows:

**ARTICLE I - CORPORATE NAME**

The name of the corporation is Asset Capital Finance of North America, Inc.

All other Articles contained in the Articles of Incorporation remain unchanged.

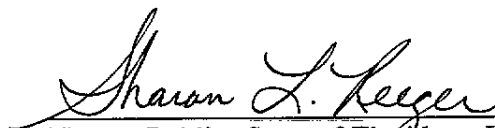
IN WITNESS WHEREOF, the undersigned director has amended these Articles of Incorporation this 9th day of February, 2001.

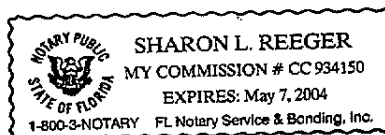
  
\_\_\_\_\_  
Timothy V. Coffin  
Vice President

STATE OF FLORIDA                     )  
COUNTY OF PINELLAS                )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy V. Coffin, known to me to be the person who amended the foregoing Articles of Incorporation, and who acknowledged before me that she amended these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 9th day of February, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:

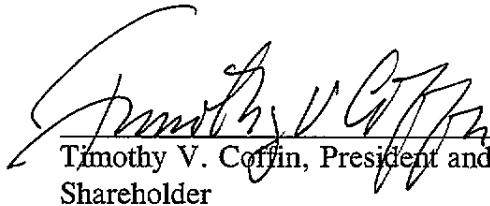


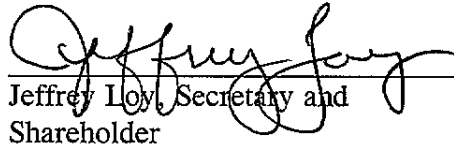
**CONSENT IN LIEU OF SPECIAL MEETING  
OF BOARD OF DIRECTORS AND SHAREHOLDERS OF  
AFFILIATEDCANADA.COM, INC.**

The undersigned, all of the shareholders and Directors of affiliatedcanada.com, inc. (the "Corporation"), or subsequently elected, acting without meeting pursuant to the Florida General Corporation Act, hereby consent to and unanimously ratifies the following action taken by the Corporation as hereafter stated:

The name of the Corporation shall hereby be changed to and hereinafter be known as Asset Capital Finance of North America, Inc.

Dated: February 9, 2001

  
\_\_\_\_\_  
Timothy V. Coffin, President and  
Shareholder

  
\_\_\_\_\_  
Jeffrey Loy, Secretary and  
Shareholder