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February 25, 2002

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tri-Digital Funding, Inc.

000005023490--5
-02/27/02--01036--010
*****43.75 *****43.75

Dear Sir:

Enclosed please find original and one copy of Amendment to Articles of Incorporation for Tri-Digital Funding, Inc., together with our Cost Account Check in the amount of \$43.75, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
	\$ 43.75

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,

John L. Korthals, Esq.

JOHN L. KORTHALS

JLK/tb
Enclosures

FILED
02 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Ps
2/1/02

AMENDMENT TO
ARTICLES OF INCORPORATION OF
TRI-DIGITAL FUNDING, INC.

FILED
02 FEB 27 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

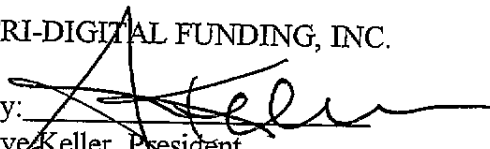
The Articles of Incorporation of Tri-Digital Funding, Inc., a corporation organized and existing under the laws of the State of Florida, filed with the office of the Secretary of State on May 17, 2000, are hereby amended as follows:

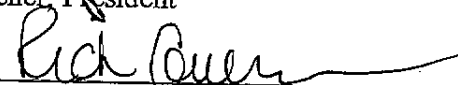
FIRST - Article 4 - Capital Stock - is amended and the corporation is authorized to issue One Million Shares (1,000,000) of One (\$1.00) Dollar par value common stock.

This amendment and its implementation plan are adopted as of February 2, 2002.

The amendment was unanimously approved by the shareholders. The numbers of votes cast for the amendment was sufficient for approval.

TRI-DIGITAL FUNDING, INC.


By: 
Ave Keller, President

Attest: 
Richard Guerra, Secretary

The undersigned, being the only directors and owners of all the outstanding shares of capital stock of Tri-Digital Funding, Inc., a Florida corporation, do hereby agree to and manifest our intent that the foregoing Amendment to the Articles of Incorporation of Tri-Digital Funding, Inc. be adopted and henceforth effective.

Signed Feb 1, 2002


Ave Keller


Richard Guerra

We, Ave Keller, the duly elected and acting President, and Richard Guerra, the duly elected Secretary of TRI-DIGITAL FUNDING, INC., a Florida corporation, do hereby certify that Ave Keller and Richard Guerra are the only directors of TRI-DIGITAL FUNDING, INC., and were duly elected and are so acting; and we also certify that Ave Keller is the owner of 1,000 outstanding shares of stock of said TRI-DIGITAL FUNDING, INC., as shown upon the records thereof.

TRI-DIGITAL FUNDING, INC.

By: 

Ave Keller, President

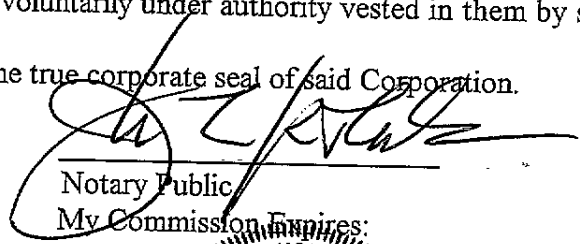
By: 

Richard Guerra, Secretary

STATE OF FLORIDA

COUNTY OF Broward

I HEREBY CERTIFY that on this 1 day of February, 2002, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Ave Keller and Richard Guerra, well known to me to be the President and Secretary, respectively, of TRI-DIGITAL FUNDING, INC., a Florida corporation, and that they acknowledged executing the foregoing Amendment freely and voluntarily under authority vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said Corporation.


Notary Public

My Commission Expires:

