

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 OCT 24 PM 2:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. COLONIAL SERVICE AND MORTGAGE CORPORATION
Name of corporation as it appears on the records of the Department of State.
2. MICHIGAN 3. March 30, 1984
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

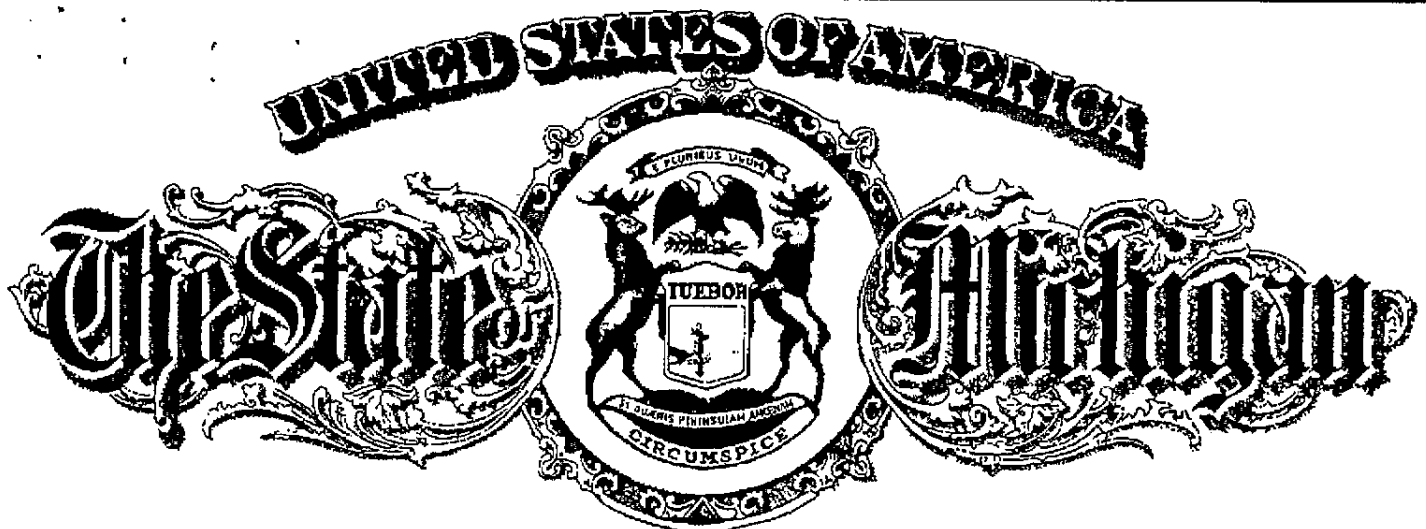
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 13, 1989
5. MIDLAND CAPITAL CORPORATION
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction


Signature

October 22, 1997
Date

Keith J. Gloeckl
Typed or printed name

President
Title



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify That

MIDLAND CAPITAL CORPORATION

*was incorporated on February 6, 1984, as a Michigan profit corporation,
and said corporation is in existence under the laws of this State.*

*This certificate is issued to attest to the fact that the corporation is in good standing
in this office as of this date and is duly authorized to transact business or conduct
affairs in Michigan and for no other purpose. It is in the usual form, made by me
as the proper officer, and is entitled to have full faith and credit given it in every
court and office within the United States.*

*In testimony whereof, I have hereunto set my
hand and affixed the Seal of the Department,
in the City of Lansing, this 20th day
of October, 1997.*

Julie Croll

, Director

Corporation, Securities and Land Development Bureau

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

DEC 13 1989

Administrator
MICHIGAN DEPT OF COMMERCE
Corporation & Securities Bureau

Date Received

NOV 08 1989 *PC*

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Corporations

(Please read information and instructions on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is: COLONIAL SERVICE AND MORTGAGE CORPORATION

2. The corporation identification number (CID) assigned by the Bureau is:

3	0	3	-	2	3	4
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3. The location of its registered office is:

615 Griswold Street

(Street Address)

Detroit

(City)

, Michigan 48226

(ZIP Code)

4. Article I of the Articles of Incorporation is hereby amended to read as follows:

The name of the corporation is: MIDLAND CAPITAL CORPORATION. ✓