

P13174



ACCOUNT NO. : 072100000032

REFERENCE : 892710 4723322

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : November 9, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 892710-035

CUSTOMER NO: 4723322

4000003464434--0

CUSTOMER: Nicole Albrecht, Legal Asst  
Copelco Capital Inc.  
700 East Gate Drive  
P.O. Box 5404  
Mt. Laurel, NJ 08054

FOREIGN FILINGS

NAME: COPELCO CAPITAL, INC.

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNER

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 1133

EXAMINER: \_\_\_\_\_

FILED  
00 NOV 15 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 NOV 15 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

NIC

S. PAYNE NOV 15 2000

**PROFIT CORPORATION**

## SECTION I

Name of corporation as it appears on the records of the Department of State.

Incorporated under laws of

Date authorized to do business in Florida

## SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? NOVEMBER 13, 2000


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.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

## New Jurisdiction

  
Signature

Lauren Zinn Abel  
Typed or printed name

11/13/02  
Date

VP  
Title

FILED  
00 NOV 15 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*    PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "COPELCO CAPITAL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CITICORP VENDOR FINANCE, INC.", THE NINETEENTH DAY OF OCTOBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTEENTH DAY OF NOVEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



A handwritten signature in black ink, reading "Edward J. Freel".

*Edward J. Freel, Secretary of State*

2105570 8320

001568286

AUTHENTICATION: 0790275

DATE: 11-14-00