

**LAW OFFICES
of
ROBERT D. CARREIRO**

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P94000038066

April 24, 1997

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

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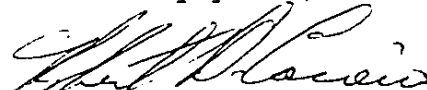
In Re: Articles of Amendment for Gain Industries, Inc.

Dear Sir:

Please find enclosed two executed copies of the articles of amendment for Gain Industries, Inc. Also is enclosed a check for \$35.00 for the filing fees. Please inform me when they have been filed.

Lastly I am requesting your offices to send me another packet for articles of amendment.

Sincerely yours,


Robert D. Carreiro, Esq.

Enclosures

SH 5/5
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 28 AM 10:29

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GAIN INDUSTRIES, INC.

FILED
97 APR 28 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant of the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTICLE 1 - NAME of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE 1 - NAME


The name of the Corporation is London Acceptance Corp.

SECOND: The date of the amendment's adoption: April 24, 1997.

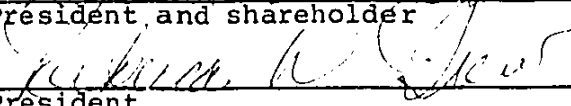
THIRD: Adoption of Amendment

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

Signature



President and shareholder



President