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FILED
98 JAN 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 14, 1998

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Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Capital Finance Group, Inc.

Dear Madam or Sir:

On behalf of Capital Finance Group, Inc. (the "Corporation"), enclosed please find two executed copies of the Articles of Amendment effecting the change of name of the Corporation to Union Planters Finance Group, Inc. Also enclosed is a check in the amount of \$87.50 for the required filing fees and a certified copy. Please return the certified copy to my attention at the above address. If you have any questions or require further information in connection with this filing, please call me at (305)536-1573. Thank you for your assistance.

Very Truly Yours,

Lisa R. Carstarphen

Lisa R. Carstarphen
Vice President and
Associate Counsel

upcfm.ltr

VS JAN 16 1998

N/C

**ARTICLES OF AMENDMENT
OF
CAPITAL FINANCE GROUP, INC.**

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TALLAHASSEE, FLORIDA

I.

The name of the corporation, which was organized under Chapter 607 of the Florida Statutes, is "Capital Finance Group, Inc." (the "Corporation").

II.

The amendment adopted is to amend Article I of the Articles of Incorporation of the Corporation to change the name of the Corporation to "UNION PLANTERS FINANCE GROUP, INC.," which amendment shall be effective as of the filing of these Articles of Amendment, so that, as amended, said Article I shall read as follows:

"ARTICLE I.

The name of the corporation is UNION PLANTERS FINANCE GROUP,
INC. (the "Corporation")."

III.

The votes cast for the amendment by the sole shareholder of the Corporation were sufficient for its approval and the date of the adoption of this amendment by the sole shareholder was December 18th, 1997.

IN WITNESS WHEREOF, CAPITAL FINANCE GROUP, INC. has caused these Articles of Amendment to be executed by its President, its corporate seal to be affixed thereto and the foregoing to be attested by its Secretary.

This 14th day of January, 1998.

CAPITAL FINANCE GROUP, INC..

[SEAL]

By: 

President

Attest: 

Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing Articles of Amendment were sworn to, subscribed and acknowledged before me this 14 day of January, 1998, by David Konfino and Lisa Carstarphen, as President and Secretary, respectively, of CAPITAL FINANCE GROUP, INC., a Florida corporation, on behalf of said corporation.


Notary Public, State of Florida

upcfm.aoa



MARGARET M. DORCEUS
MY COMMISSION # CC413614 EXPIRES
October 16, 1998
BONDED THRU TROY FAIR INSURANCE, INC.