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September 8, 1998

Velma Shepard/Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Carrio Enterprises, Inc.
Ref. Number K12603
Letter No. 498A00044318

Dear Ms. Shepard:

In accordance with your correspondence of August 26, 1998, copy enclosed, we have redrafted the Articles of Amendment of Articles of Incorporation for Carrio Enterprises, Inc.

Please note that we have now changed the name from the previously submitted amendment.

In addition, also please find another Articles of Amendment of Articles of Incorporation regarding "Carrio Management Enterprises, Inc. along with a check in the amount of \$87.50.

Enclosed are self addressed stamped envelopes for a return of a copy of same for each.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,



Michael J. Eisler

MJE;cap

Enc.

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VS SEP 14 1998

N/C

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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*****87.50 *****87.50

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION

CARRIO MANAGEMENT ENTERPRISES, INC.

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98 SEP 14 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation as follows:

1. The name of the corporation is Carrio Management Enterprises, Inc.

2. The text of each amendment is as follows:

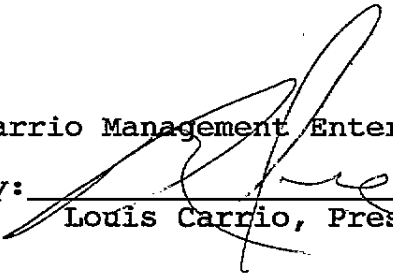
Article One: Name is hereby amended to Financial Automotive Lending, Inc.

3. The amendment was adopted on September 8, 1998.

4. The amendment was fully approved by all shareholders and board of directors.

DATED September 8, 1998

Carrio Management Enterprises, Inc.

By: 
Louis Carrio, President