

Memorandum

P96000080127

April 30, 1998

Department of State
State of Florida
Division of Corporations
Amendments
409 E. Gaines Street
Tallahassee, Florida 32399

400002508414-2
-05/01/98--01117--002
*****43.75 *****43.75

Via: Federal Express

Re: Name Change of SleepSource International Ventures, Inc.


Please file the following amendment that includes a name change. A money order for \$43.75 is enclosed for the following fees:

Amendment Fee	\$ 35.00
Certificate Fee:	<u>8.75</u>

Total: \$43.75

I have included a Federal Express package for purposes of returning a file copy accordingly to address below.


Thank-you


Fred E. Morgenstern
@ 4901 N.W. 17th Way - Suite 407
Ft. Lauderdale, Florida 33309

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -1 PM 2:34

APPROVED
AND
FILED


P96000080127

NC

388

*Cert of Sec
5-19-98

**ARTICLES of AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SLEEPSOURCE INTERNATIONAL VENTURES, INC.**

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

FIRST: The undersigned, Fred E. Morgenstern, being the Managing Director of SleepSource International Ventures, Inc., a Florida Corporation, as document P96000080127, hereby certifies that by unanimous vote of the Board of Directors and unanimous vote of the Stockholders at a meeting held on April 30, 1998 at 10:30 AM (minutes attached hereto at Exhibit A), it was agreed that these **ARTICLES** of Amendment to **ARTICLES OF INCORPORATION** be adopted and filed.

SECOND: Article I **NAME** was amended to adopt the following **NAME CHANGE**:

The name of the corporation is:

First Capital Acceptance Corp.

Submitted:

Signed this 30th April, 1998

APPROVED
AND
FILED
98 MAY -1 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Fred E. Morgenstern
Managing Director

EXHIBIT A

**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
SLEEPSOURCE INTERNATIONAL VENTURES, INC.**

A special meeting of the Board of Directors of the above captioned Corporation was held on the 30th day of April, 1998 at 10:30 AM.

The sole member of the Board of Directors being present, the meeting was called to order by the Secretary. The Secretary then advised that there was one (1) agenda items contemplated by the corporation:

1. Changing the name of the corporation from SleepSource International Ventures, Inc. to First Capital Acceptance Corp., and

The below resolutions were recommended by the Managing Director and Secretary and, upon motion duly made, were seconded and unanimously carried:

RESOLVED, Article I "NAME" of the Articles of Incorporation is to be amended to adopt the NAME CHANGE: First Capital Acceptance Corp.; and

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Submitted:



Fred E. Morgenstern
Managing Director