

P97000010479

September 30, 1997

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

To Whom It May Concern:

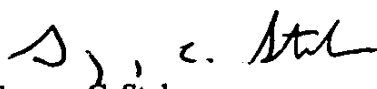
Enclosed please find:

- Three Articles of Amendment to Articles of Incorporation.
- Copies of original Articles of Corporation for each of the three corporations.
- A check in the amount of \$288.75 for the three corporations' amendments fee representing: 3 Filing fees x \$35.00, 3 Certified Copies x \$52.50, 3 Certificates of Status x \$8.75.

Our telephone number and return address is: Gregory C. Stula c/o The WestCap Group, 200 South Biscayne Boulevard, Suite 4550, Miami, FL 33131, Tel: (305) 377-9400.

Enclosed please find a self addressed DHL Courier envelope to be sent to the above address as time is of the essence.

Sincerely,


Gregory C. Stula
Incorporator

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FILED
97 OCT -1 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend Name charge
10-7-97 LFT

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Ruscellular, Inc.

Pursuant to 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

The board of directors hereby amend Article I: Name: The name of the corporation is changed to be: **WestCap Finance Corp.**

We also hereby amend Article II Principle Office: The principle place of business and mailing address of this corporation shall now be:

**200 South Biscayne Boulevard
Suite 4550
Miami, FL 33131**

SECOND: NONE

THIRD: The date of each amendment's adoption: *September 30th 1997*

FOURTH: The amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 30th day of September, 1997.



Gregory C. Stula, Incorporator

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TALLAHASSEE, FLORIDA