

P97000017395

CONSECO SERVICES, L.L.C.
11815 N. Pennsylvania Street
P.O. Box 1911
Carmel, Indiana 46082-1911



April 23, 2001

VIA OVERNIGHT MAIL

Department of State
Amendment Section/Division of Corporations
Attn: Louise Jackson
PO Box 6327
Tallahassee, FL 32314

Re: Lease Asset Management, Inc.

Dear Louise:

400004137744--7
-05/07/01--01012--004
*****35.00 *****35.00

Enclosed for filing please find an original and one copy of Second Articles of Amendment to Articles of Incorporation of Lease Asset Management, Inc. Also enclosed is a check made payable to the Florida Department of State in the amount of \$35.00 to cover the fee for this filing.

Please return a file-marked copy (certification not necessary) to me at the following address:

Kathy Hancock, B2B
Conseco Companies
11825 N. Pennsylvania Street
Carmel, IN 46032

Thank you very much for your assistance. If you have any questions, please call me.

Sincerely,

Kathy Hancock

Kathy Hancock
Corporate Paralegal
1-800-888-4918, ext. 4028
(317) 817-4028 Fax: (317) 817-5828
e-mail: kathy_hancock@conseco.com

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY - 1 PM 12:19

*Kathy authorized to
correct date of filing*

*Amend
LTS 5-9-2001*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LEASE ASSET MANAGEMENT, INC.**

01 MAY -1 PM 12: 19

We, the undersigned, being all of the Directors and the sole Stockholder of **LEASE ASSET MANAGEMENT, INC.**, a Florida corporation (the "Corporation"), acting pursuant to the provisions of Sections 607.0704, 607.0821, 607.1003, and 607.1006 of the Florida Statutes, for and on behalf of the Corporation, hereby adopt the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article V is amended so as to read in its entirety as follows:

ARTICLE V
BOARD OF DIRECTORS

The Corporation shall have two (2) Directors to hold office until the next Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than one (1) or more than five (5).

SECOND: Article VII is deleted in its entirety.

THIRD: Article X is amended so as to read in its entirety as follows:

ARTICLE X
AMENDMENTS

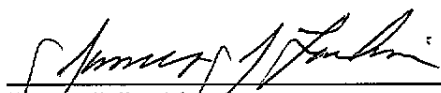
These Articles of Incorporation or any provisions hereof may be amended, altered, or repealed in accordance with the laws of the State of Florida.

FOURTH: In all other respects, the Articles of Incorporation remain as originally filed February 21, 1997, and first Amendment filed March 11, 1997.

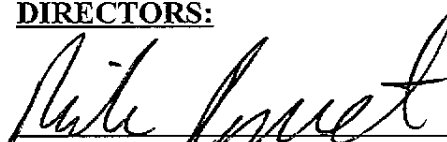
These Articles of Amendment were executed, effective the 22nd day of March, 2001, by the sole Stockholder and all of the Directors, which execution constitutes adoption. The Corporation contains only one voting group, which is comprised of the Stockholder set forth below. The Stockholder has voted all of its shares in favor of the Amendments. These Articles of Amendment may be executed in counterpart, each of which shall be deemed an original and all of which shall constitute but one document. The effective date of these Amendments shall be March 22, 2001.

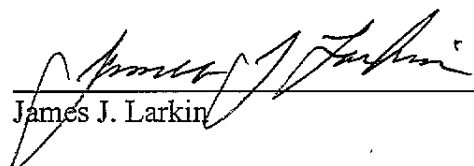
STOCKHOLDER:

NAL ACCEPTANCE CORPORATION

By: 
James J. Larkin,
President, Chairman of the Board and Treasurer

DIRECTORS:


Michael F. Bonnet


James J. Larkin