CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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PECETVED 97 SEP 22 MM 9: 57 DIVISION OF CORPOR

FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 18, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: FIRST DOMINICA FUNDING CORPORATION

Ref. Number: P97000035727

We have received your document for FIRST DOMINICA FUNDING CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes. Enclosed is the correct form.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment

by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

OR, If the amendment was adopted by the directors without shareholder approval, and shareholder approval was not required, the document must contain a statement to that effect, and must be signed by a director.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 197A00046423

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FILED

ARTICLES OF AMENDMENT 97 SEP 22 AH 11: 48
TO
ARTICLES OF INCORPORATION SECRETARY OF STATE
OF

FIRST DOMINICA FUNDING CORPORATION

(present name)

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(s) adopted: (indicate article number(s) being amended, added or deleted)

CHANGE CORPORATE NAME TO:

FIRST U.S. FUNDING CORPORATION, T.P.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

$a_{-1}5-97$		
THIRD: T	ne date of each amendment's adoption: 9-15-97	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
Q	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
۵	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient	
	for approval byvoting group	
	Admis Brock	
Ø	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signature Signature (By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)		
OR		
	(By a director if adopted by the directors)	
OR		
(By an incorporator if adopted by the incorporators)		
	(by at mostposition a supplied of	
	THOMAS THOMSON Typed or printed name	
DIRECTOR		

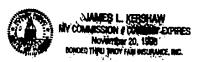
Before me, the undersigned authority, personally appeared to me well known to by the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me. ticles of Incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

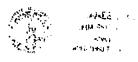
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 944 day of

Notary Public

My commission expires:

19.47





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