1/05/98

PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: COMMERCE FINANCIAL FUNDING, INC.

AUDIT NUMBER..... H98000000155 DOC TYPE.....BASIC AMENDMENT

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CORRECTION

1-6-98

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EMPIRE CORPORATE KIT

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1/05/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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CORRECTION
1-6-98
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. 1/05/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

2:55 PM

(((H9800000155 5)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

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II, ISION OF CORFORATIONS



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 7, 1998

COMMERCE FINANCIAL FUNDING, INC. 3100 NORTH OCEAN DRIVE #111 ISLAND BEACH RESORT SINGER ISLAND, FL 33404

SUBJECT: COMMERCE FINANCIAL FUNDING, INC.

REF: P97000045391

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H98000000155 Letter Number: 798A00000898

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 6, 1998

COMMERCE FINANCIAL FUNDING, INC. 3100 NORTH OCEAN DRIVE #111 ISLAND BEACH RESORT SINGER ISLAND, FL 33404

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REF: P97000045391

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The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE DELETE THE PRESENT NAME OF THE CORPORATION FROM LINE TWO OF THE DOCUMENT. THE CORPORATE NAME SHOULD APPEAR ON LINE 1 ONLY.

WE MUST HAVE WHAT IS CHANGING IN ARTICLE IV, V & VI STATED WITHIN THE DOCUMENT, SUCH AS, THE DIRECTOR, THE OFFICER ETC. PLEASE CLARIFY EACH ARTICLE BEING AMENDED.

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) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: E98000000155 Letter Number: 198A00000411 H98000000155

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

COMMERCIA	FINANCIAL	FUNDING,	INC.	 	_, _	

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

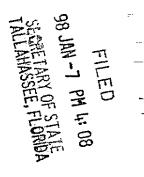
FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ADDRESS OF PRINCIPAL OFFICE/REGISTERED OFFICE AND AGENT Article IV to be amended as to Nancy I. Walsh 61 Grand Canal Drive #100 Miami, Florida 33144

BOARD OF DIRECTORS

Article V to be smended to Nancy I. Walsh 61 Grand Canal Drive #100

Director Miami, Florida 33144



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:

None

Carlos A. Santos, II 61 Grand Canal Dr. Suite 201 Miami, Florida 33144 (305) 441-8848

H98000000155

EMPIRE CORPORATE KIT

19/4-07-1998 14:31

H98000000155 12-16-97 THIRD: The date of each amendment's adoption: FOURTH: Adoption of Amendment(s) (CHECK ONE) The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. 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 by voting group 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. December Signed this day 16th _ of_ Signature Chairman of the Board of Directors, President of 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) Nancy I. Walsh Typed or printed name

H98000000155

President /Director

H98000000155

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that	COMMERCE FINANCIAL	FUNDING, INC.		
		Corporation)		_
desiring to organize	under the laws of the	State of FLA.	_with its principal office,	as
indicated in the artic	cles of incorporation has al Dr. Suite 100, Mis	as named Nam ami, Fla.	cy I. Walshloc	ated
City of Miami,	Coun	ty of Dade	Sta	te of
	t to accept service of p	rocess within	this sate.	

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Registered Agent

SIGNATURE

H98000000155