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April 9, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 APR 13 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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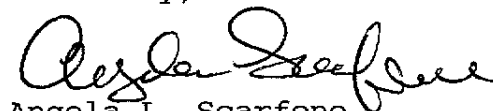
Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed is the original of the amendment to Articles of Incorporation for filing and a check to cover the fees. If you have any questions regarding this please do not hesitate to call.

Thank you for your attention to this matter.

Sincerely,



Angela L. Scarfone
Assistant to
Jesse L. Skipper

JLS/als
enclosure

n/c Amend

JLS
4/16

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RAHALL FINANCIAL CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the corporation is changed from Rahall Financial Corporation to RFC Capital Management, Inc.
2. The date of this amendment's adoption is March 27, 1998.
3. The amendment was approved by all the shareholders of the corporation.

Signed this 27th day of March, 1998.

Mohana Cheaib
Mohana Cheaib, President