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072100000032 ACCOUNT NO. :

REFERENCE

137472

AUTHORIZATION

\$ 35.00 COST LIMIT

ORDER DATE: February 17, 1999

ORDER TIME : 11:17 AM

ORDER NO. : 137472-005

CUSTOMER NO: 4802170

300002778203--3

CUSTOMER: Ms. Deborah Ulin Stites & Harbison

1800 Capital Holding Center

400 W. Market Street Louisville, KY 40202

DOMESTIC AMENDMENT FILING

ASI FACTORING CORPORATION

EFFICTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF ASI FACTORING CORPORATION



Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment:

First: The name of the corporation is ASI Factoring Corporation.

Second: The Articles of Incorporation of this corporation are amended by changing Article Numbered One so that, as amended, said article shall read as follows:

The name of the corporation shall be Modis Factoring Corporation.

Third: The foregoing amendment was adopted on February 8, 1999.

Fourth: There are one hundred (100) shares of no par value common stock outstanding. The number of shares entitled to be cast on the amendment is one hundred (100). All shares were cast in favor of the amendment. No votes were cast opposing the amendment.

Signed on February 8, 1999.

AC060:0AC92;26501:LOUISVILLE