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May 13, 1998

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FILED
98 MAY 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vias UPS Next Day Air

Corporate Records Bureau
The Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/14/98--01106--001
*****35.00 *****35.00

Re: KFS Investment Corp.

Dear Sir:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of KFS Investment Corp. Please file the original Articles of Amendment and certify and return the copy to me.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.



Nancy R. Barnes, Paralegal

NRB/trh
Enclosures

cc: Americap Investment Corp.



VS MAY 26 1998

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF KFS INVESTMENT CORP.**

FILED
98 MAY 14 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is KFS Investment Corp.
2. The following amendments of the Articles of Incorporation were adopted by the incorporator and initial director of the corporation in the manner prescribed by the Florida Business Corporation Act:

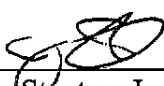
Article 1 is amended by deletion of the entire text thereof, and by substitution of the following Article 1, Name:

The name of this corporation is Americap Investment Corp.

3. The date of the amendment's adoption: April 24, 1998.
4. The amendment was approved by the incorporator without shareholder action and shareholder action was not required.

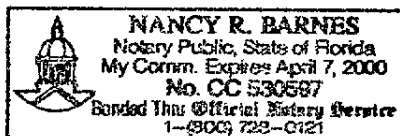
Dated: May 13, 1998.

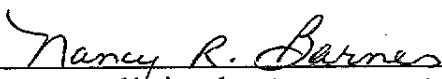
KFS Investment Corp.

By: 
John Stanton, Incorporator
and Initial Director

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 13th day of May, 1998, by John Stanton, as Incorporator and Initial Director of KFS Investment Corp., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced n/a as identification and did/did not take an oath.




Name typed/printed: Nancy R. Barnes
Notary Public, State of Florida
Commission No. and Seal: