

P98000038087

BLOCK & TAYLOR

Attorneys at Law

2127 Tenth Avenue
Vero Beach, Florida 32960
Telephone (561) 562-1600

Samuel A. Block
James A. Taylor, III

January 28, 1999

Telefax
(561) 562-1740

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900002760859--6

-02/01/99-01133-019
*****43.75 *****43.75

Re: Receivable Outsourcing Corporation
Charter No.: P98000038087

Dear Sir/Madam:

Enclosed please find the original and one copy of a First Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check, in the amount of \$43.75, representing your filing fee.

Please return a certified copy of the First Amendment to Articles of Incorporation evidencing your approval of same at your earliest convenience.

Should you have any questions, please do not hesitate to contact this office. Thank you for your courtesy and cooperation in this matter.

Yours truly,

Samuel A. Block
SAMUEL A. BLOCK

SAB/pab
Enclosures

Amend

FILED
99 FEB -1 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS FEB 8 1999

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
RECEIVABLE OUTSOURCING CORPORATION**

FILED
99 FEB -1 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation adopts the following First Amendment to its Articles of Incorporation, which were filed with the Florida Department of State on April 22, 1998, and said corporation was assigned Charter Number P98000038087.

The undersigned officers of RECEIVABLE OUTSOURCING CORPORATION do hereby certify that on January 15, 1999, the Board of Directors of said corporation approved and proposed to the shareholders thereof a First Amendment to its Articles of Incorporation, as set out herein, and that the following amendment to the Articles of Incorporation was adopted by a majority of the shareholders, that being the number necessary pursuant to the Bylaws of the corporation to adopt such Amendment in the manner prescribed by the Florida General Corporation Act:

That Article III of the Articles of Incorporation of RECEIVABLE OUTSOURCING CORPORATION be amended to read as follows:

The amount of capital stock authorized for the corporation is a maximum of one thousand shares (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, and which shall be issued as fully paid and nonassessable. The stock of this corporation shall be assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the company.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

Dated this 28th day of January, 1999.

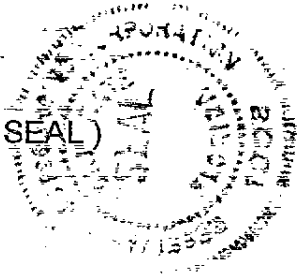
RECEIVABLE OUTSOURCING CORPORATION,
a Florida corporation

By: Karen M. Rockhill
KAREN M. ROCKHILL, President

ATTEST:


JOHN E. ROCKHILL, Secretary

(CORPORATE SEAL)

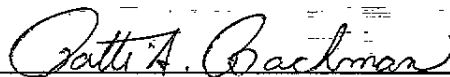


STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, KAREN M. ROCKHILL and JOHN E. ROCKHILL, the President and Secretary, respectively, of RECEIVABLE OUTSOURCING CORPORATION, who are personally known to me and/or who produced Florida Driver's Licenses as identification, and who executed the foregoing instrument and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal on this 28th day of January, 1999.

(SEAL)


Notary Public, State of Florida
PATTI A. BACHMAN
Printed Name of Notary
My Commission Expires:



Patti A. Bachman
MY COMMISSION # CC553058 EXPIRES
June 9, 2000
BONDED THRU TRYM FARM INSURANCE, INC.