## P98000068459

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C. Vincent Brown

R. David Massey\*

April 15, 2003

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

Articles of Amendment to Articles of Incorporation of Associated

Receivables Funding of Florida, Inc.

To Whom It May Concern:

Please find enclosed the original and four (4) copies of the Articles of Amendment to Articles of Incorporation of Associated Receivables Funding of Florida, Inc. As you can see, the Articles are effecting a name change from Associated Receivables Funding of Florida, Inc. to A/R Funding of the Southeast, Inc. Also enclosed is this firm's check in the amount of \$52.50 representing the filing fee and payment for a certified copy to be returned in the envelope enclosed. If you have any questions with this, please do not hesitate to give me a call. Otherwise, I appreciate, in advance, your attention to this matter and look forward to hearing from you soon. With kind regards, I remain

Yours very truly,

BROWN, MASSEY, EVANS, McLEOD & HAYNSWORTH, P.A.

blilet

Chris B. Roberts

CBR:ro Enclosures

cc: Brian K. Holden

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

| Associated Receivables Funding of Florida, Inc. |
|---|
|   |
|   |
| (present name)                                  |
| P98000068459                                    |
| (Document Number of Corporation (If known)      |

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

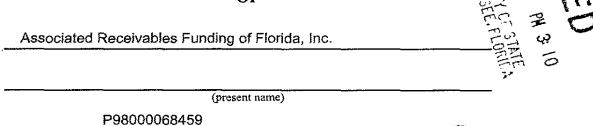
**FIRST:** Amendment(s) adopted: (indicate article number(s) being amended, added or deleted) Article I of the Article of Incorporation is hereby amended to change the name of the Corporation to the following:

A/R Funding of the Southeast, Inc.

**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:

| THIRD:                                      | The date of each amendment's adoption: April 1. 2003  |  |  |  |
|---|---|--|--|--|
|   | : 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)  |  |  |  |
| Z   | 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.  |  |  |  |
|   | Signed this   |  |  |  |
| Signature_                                  | Signed this 14 day of April 2003  |  |  |  |
|   | (By the Chairman or Vice Chairman of the Board of Directors, President or 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)  |  |  |  |
|   | Brian K. Holden (Typed or printed name)   |  |  |  |
| (Typed of primed name)                      |   |  |  |  |
|   | President / Chairman of the Board of Directors  |  |  |  |
| (Title)                                     |   |  |  |  |

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)

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| THIRD:     | The date of each amendment's adoption: April 1. 2003  |   |
|------------|---|---|
|            | : 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)  |   |
| Z          | 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.  |   |
|            | Signed this   |   |
| Signature_ | Bun K all   | • |
| _          | (By the Chairman or Vice Chairman of the Board of Directors, President or 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)  |   |
|            | Brian K. Holden   | × |
|            | (Typed or printed name)   |   |
|            | President / Chairman of the Board of Directors  |   |
|            | (Title)   |   |

\*