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DEC 29 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE DECEMBER 28, 2000

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

TYPE: ARTICLES OF AMENDMENT

RETURN: CERTIFIED COPY

COST: CHECK #6459 ATTACHED- \$43.75

DEBTOR: INTERSTATE LEASING CO. II, INC.

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*Amend
12-28-00
AKS*

RECEIVED
00 DEC 28 AM 11:32
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
INTERSTATE LEASE CO. II, INC.

FILED
00 DEC 29 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer of Interstate Lease Co. II, Inc., pursuant to the provisions of Section 607.1006, Florida Statutes, the corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE I

The name of the corporation is: INTERSTATE LEASE CO. II, INC.

ARTICLE II

Article II, Article V and Article VI of the original articles of incorporation are amended to read as follows:

The mailing address of the corporation is P.O. Box 609, Roseland, Virginia 22967.

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$0.01 per share.

The street address of the registered office of the corporation is 1333 North Duval St., Tallahassee, Florida 32303, and the name of the registered agent at that address is Capitol Corporate Services, Inc.

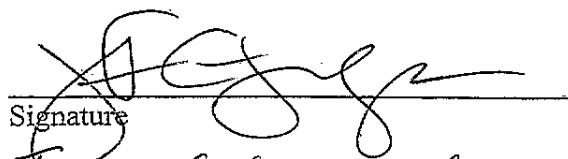
ARTICLE III

The date of each amendment's adoption is December 22, 2000.

ARTICLE IV

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval

Signed this 26th day of December 2000.



Signature

JOSEPH F. CAMPAGNA, PRESIDENT

Printed Name and Title of Officer

Having been named as registered agent and to accept service of process for INTERSTATE LEASE CO. II, INC., the corporation named in this document, Capitol Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Capitol Corporate Services, Inc. does further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent and Capitol Corporate Services, Inc. is familiar with and accepts the obligations of the position as registered agent.

Delanie Case

Delanie Case, Assistant Secretary