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October 3, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL. 32301

Re: Articles of Amendment of Tropic Leasing, Inc.

Dear Madam or Sir:

Enclosed herewith for filing, are an original and one copy of the Articles of Amendment of the above-named corporation.

Also enclosed is our firm's check in the amount of \$87.50 for filing of same and the return of a certified copy of such Articles.

If you have any questions, please contact me.

Sincerely,



William P. Gregory

WPG/clm

enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Gregory authorized
to add president's
Name under his
Signature*

*Name Change
LFT*

ARTICLES OF AMENDMENT
OF

TROPIC LEASING, INC.

1. Article I of the Articles of Incorporation of Tropic Leasing, Inc., is hereby amended to read:

Article I - Name

The name of the Corporation shall be:

Tropic Capital Corp.

2. The foregoing amendment was adopted by the written statement of all of the directors and all of the shareholders eligible to vote of this Corporation on September 23, 1997 pursuant to Florida Statutes Section 607.0824 and Section 607.0704, respectively, (a copy of which is attached hereto and made a part hereof for all purposes).

3. Upon the effectiveness of the foregoing amendment, the name of this Corporation shall be and become Tropic Capital Corp. The remainder of Article I of the Articles of Incorporation shall remain unchanged.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation above executed these Articles of Amendment this 23d day of SEPTEMBER, 1997.



President, Richard J. Neefe



Secretary, Richard J. Neefe

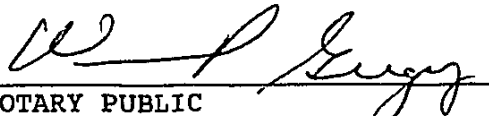
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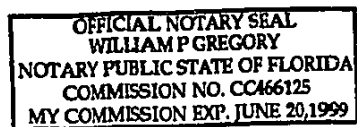
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared, Richard J. Neefe, known to me to be the person who executed the foregoing Articles of Amendment, as President of the Corporation, and he acknowledged before me that he executed those Articles of Amendment as his free act and deed and on behalf of the Corporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23^d day of SEPTEMBER, 1997.


NOTARY PUBLIC
My commission expires:



CONSENT TO AMENDMENT OF ARTICLES OF INCORPORATION

Pursuant to Florida Statutes Section 607.0824 and 607.0704, respectively, we, the undersigned being all of the directors and shareholders eligible to vote of Tropic Leasing, Inc., hereby consent to amendment of Article I of the Articles of Incorporation of Tropic Leasing, Inc. The said Article I shall be amended to read that "The name of this Corporation shall be Tropic Capital Corp." The remainder of said Article I shall remain unchanged. This writing shall be so construed as our unanimous intention that the above-mentioned Articles of Incorporation shall be amended as aforesaid.

WITNESS our hands and seals this 23^d day of SEPTEMBER, 1997.

Tropic Leasing, Inc.

by: [Signature] (SEAL)
President

[Signature] (SEAL)
Director

Shareholder
Allied Specialty
Insurance, Inc.

by: [Signature] (SEAL)
Secretary

by: [Signature] (SEAL)
President