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August 25, 1999

VIA AIRBORNE EXPRESS DELIVERY

Florida Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Annette Ramsey, Corporation Division

RE: E F A Member Corp.

Dear Annette,

I am writing this letter as a follow-up to our recent telephone conversation. It is important that we amend the name of E F A Member Corp. as quickly as possible. I am enclosing two fully executed copies of an Amendment which I would appreciate your recording as soon as you can.

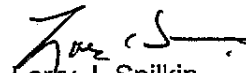
I am also enclosing our check in the amount of \$43.75 in payment of the recording fee and the charge for a certified copy.

I would appreciate your returning the certified copy by overnight delivery. I am enclosing a return overnight pre-addressed envelope with an air bill payable by our firm. I would appreciate your returning the recorded certified copy by overnight delivery using the enclosed envelope.

Thank you for your attention and cooperation in this matter. If you have any questions, please feel free to contact me.

Sincerely,

SPILKIN, SHAPIRO & FEENEY, P.C.


Larry J. Spilkin

nam
Enclosures

cc: E F A Member Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name:
Change
Amend.

APR
8/26/99

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

E F A Member Corp.

(present name)

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

Name of Corporation

The name of this corporation shall be: EF&A Capital Corp.

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: August 20, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

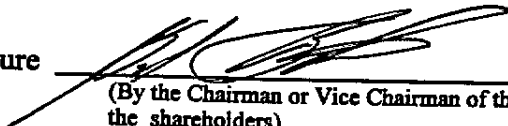
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 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."

- 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 20th day of August, 19 99.

Signature  _____
 (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)

Harold Blumenstein

 Typed or printed name

Chairman

 Title