F0300003604

(Requestor's Name)	
(Address)	
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(City/State/Zip/Phone #)	
PICK-UP WAIT MAIL	
(Business Entity Name)	
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Redefining Receivables Management

August 28, 2003

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Reference: Vengroff Williams & Associates Ireland, Inc. (Name change)

Document No: F03000003604

To Whom It May Concern:

Enclosed please find our Amendment for the above-named corporation along with our check in the amount of \$43.75 for filing. Also enclosed please find an original certificate which reflects the change in the state of Delaware. Would you please be so kind as to make a copy for your records and send the original back to our office? If you have further questions or instructions please feel free to contact me directly at: (941) 363-5316 or you may e-mail me as well at: tricia@ywainc.com

Thank you in advance for your cooperation and consideration.

Sincerely,

Tricia L. Gallagher

Tricia L. Gallagher

Compliance Assistant/Notary Public

Foreign Language Specialist

GNÉTART OF STATE LAHASSEE, FLORID

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PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I (1-3 MUST BE COMPLETED)

F03000003604	
(Document number of corp	oration (if known)
Vengroff, Williams & Associates Ireland, Inc.	
(Name of corporation as it appears on the re	ecords of the Department of State)
2. Delaware	3. July 18, 2003 (Date authorized to do business in Florida)
(Incorporated under laws of)	(Date authorized to do business in Florida)
SECTION (4-7 COMPLETE ONLY THE A)	
4. If the amendment changes the name of the corporation, who	en was the change effected under the laws of
its jurisdiction of incorporation? August 05, 2003	<u>. </u>
5. Vengroff, Williams & Associates Iberia, Inc.	en e
(Name of corporation after the amendment, adding suffix "corporation," not contained in new name of the corporation)	"company," or "incorporated," or appropriate abbreviation, if
6. If the amendment changes the period of duration, indicate n	new period of duration.
(New durati	on)
7. If the amendment changes the jurisdiction of incorporation,	
, , , , , , , , , , , , , , , , , ,	
(New jurisdic	ction)
4111	08/28/2003
(Signature of the chairman or vice chairman of the board, president, or any difficer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)	(Date)
Harvey Vengroff	СОВ
- (Typed or printed name)	(Title)

State of Delaware Secretary of State Division of Corporations Delivered 09:00 AM 08/08/2003 FILED 09:00 AM 08/08/2003 SRV 030521170 - 3638503 FILE

STATE of DELAWARE CERTIFICATE of AMENDMENT of CERTIFICATE of INCORPORATION

 First: That at a meeting of the Board of Directors of Vengroff, Williams & Associates Ireland, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

 Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"Vengroff, Williams & Associates Iberia, Inc."

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special
 meeting of the stockholders of said corporation was duly called and held, upon notice
 in accordance with Section 222 of the General Corporation Law of the State of
 Delaware at which meeting the necessary number of shares as required by statute
 were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

RY.

NAME: Harvey Vengroff, COB

Delaware PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENGROFF, WILLIAMS & ASSOCIATES IBERIA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF AUGUST, A.D. 2003.

3638503 8300

030521170

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2607543

DATE: 08-29-03