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December 9, 1998

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

VIA FEDERAL EXPRESS

600002709066--5
-12/10/98--01073--001

Re: 3M Financial, Inc./Harbor City Funding, Inc. *****35.00 *****35.00

Gentlemen:

Enclosed herewith please find the original executed and one copy of the Articles of Amendment to Articles of Incorporation of 3M Financial, Inc. Upon filing, please return the copy stamped with the filing information.

Also enclosed is the firm's trust account check in the amount of \$35.00 to cover the requisite fees. Thank you.

Very truly yours,

Amy J. Paroline

Amy J. Paroline,
Legal Assistant to
John L. Soileau

/ajp

Enclosures

cc: Client

FILED
98 DEC 10 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend PK

TLL

DEC 15 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 DEC 10 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3M FINANCIAL, INC.

(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 1

The name of the corporation shall be:

HARBOR CITY FUNDING, INC.

1900 S. Harbor City Blvd.

STE. 323

MELBOURNE, FLORIDA 32901

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: 11-2-98

FOURTH: 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

- 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 2nd day of November, 19 98

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)

Robert D. GULLICKSON

Typed or printed name

President / Incorporator

Title