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Cook County Recorder

File Number 5168-789-2



The Secretary of State

APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF BANK OF AMERICA CAPITAL CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

JUNE C

at the City of Springfield, this

day of APRIL

A.D.

1999 and of

the Independence of the United States the two

hundred and

Desse White

Secretary of State

C-212.3

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BANKAMERICA CAPITAL CORPORATION", CHANGING ITS NAME FROM "BANKAMERICA CAPITAL CORPORATION" TO "BANK OF AMERICA CAPITAL CORPORATION", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 1999, AT 10:30 O'CLOCK A.M.

A FILED COPY OF TAIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECOPDED OF DEEDS. County Clark's Office

FILED

APR 30 1999

JESSE WHITE

AUTHENTICATION:

9681421

DATE:

04-12-99

991140965

99475495 Form BCA-13.4 CERTIFICATE OF AUTHORITY TO (Rev. Jan. 1999) TRANSACT BUSINESS IN ILLINOIS SUBMIT IN DUPLICATE Jesse White FILED Secretary of State This space for use by Department of Business Services Secretary of State Springfield, IL 62756 Date APR 30 1999 Telephone (217) 782-1837 http://www.sos.state.il.us Filing Fee Remit payment in check or money JESSE WHITE Approved: order, payable to "Secretary of State." SECRETARY OF STATE BankAmerica Capital Corporation CORPORATE NAME: 1. Bank of America Capital Corporation If changed, N'aW CORPORATE NAME: (b) (Complete only if the new corporate name is not available in this state.) (c) ASSUMED CORPORATE NAME: (By electing this assumed came, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois Form BCA 4.15 is attached.) State or Country of Incorporation: Delaware 2. (a) APR 30 1999 If changed, Period of Duration:_ SECRETARY OF STATE If changed, Purpose or Purposes proposed to be pursued in transacting business in this State: (If not sufficient space to cover this point, use reverse side or ridd one or more sheets of this size.) Clorks This application is accompanied by a copy of the articles of Amendment to the Articles of incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being daily authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee. 5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.) 1999 BankAmerica Capital Corporation Dated (Month/Day) (Year) ExactiName of Corporation) attested by by . (Signature of President or Vice President) (Signature of Secretary or Assistant Secretary) Nina Tai, Assistant Secretary Edward Hortick, President pe or Print Name and Title) (Type or Print Name and Title) C-196.8