

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on December 23, 1996, to Articles of Incorporation for NATIONAL ASSOCIATION OF ENTREPRENEURS, INC. which changed its name to AMERICAN CASH FLOW ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N41417.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Sixth day of January, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF AMENDMENT FOR NAME CHANGE

1. The Articles of Incorporation of NATIONAL ASSOCIATION OF ENTREPRENEURS, INC., formerly known as National Real Estate & Mortgage Investors Association, Inc., formerly known as National Mortgage Investors Institute, Inc., filed in the Office of the Secretary of State, Division of Corporations, in Tallahassee, Florida on December 26, 1990 under Charter Number N41417, be and they hereby are amended in the following particular:

Article I be and it hereby is amended to read as follows:

ARTICLE I

Name and Location of Principal Office

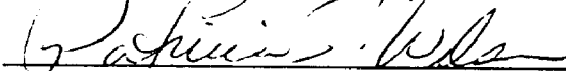
The name of this corporation is AMERICAN CASH FLOW ASSOCIATION, INC., a Florida corporation, not for profit. Its principal office shall be at 255 South Orange Avenue, Sixth Floor, Orlando, Florida 32801 and its mailing address shall be P. O. Box 2668, Orlando, Florida 32802.

96 DEC 23 11 51 AM '96
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-10-96
FILED

2. The foregoing amendment was adopted by the Board of Directors of the Corporation on the 23rd day of December 1996, by the unanimous vote of the Board. Member approval of the amendment contained herein is not required.


DEBORAH J. BRACKNELL, PRESIDENT



PATRICIA T. WILSON, SECRETARY

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared DEBORAH J. BRACKNELL, as President, and PATRICIA T. WILSON, as Secretary, of the corporation, on behalf of the corporation, who are personally known to me, and who, after being duly sworn, depose and say that the statements made in the above Articles of Amendment are true to the best of their knowledge and belief.

WITNESS my hand and official seal this 23rd day of December, 1996.

(SEAL)


Notary Public
State of Florida 7/22/98

CATHY R. SIMMONS
Notary Public, State of Florida
My Comm. Expires July 22, 1998
Comm. No. CC392699