



Office of the Secretary of State

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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 "PAYCO-GENERAL AMERICAN CREDITS, INC.", CHANGING ITS NAME FROM "PAYCO-GENERAL AMERICAN CREDITS, INC." TO "OSI COLLECTION SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF MAY, A.D. 1999, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JUNE, A.D. 1999.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 9769534

DATE: 05-26-99

TRADEMARK

REEL: 001969 FRAME: 0114

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

5-25-99  
12:30

OF

PAYCO-GENERAL AMERICAN CREDITS, INC.

Payco-General American Credits, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of Payco-General American Credits, Inc. be amended by changing the first Article thereof so that, as amended, said Article shall be and read as follows:

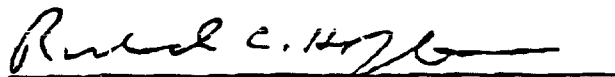
"The name of the corporation is OSI Collection Services, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: The effective time of the amendment herein certified shall be June 1, 1999.

Signed on May 24, 1999.



Name: Richard C. Hoffman

Title: Assistant Secretary