



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 "CFS AMERICAS, INC.", CHANGING ITS NAME FROM "CFS AMERICAS, INC." TO "CFS LEASETEK, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF JULY, A.D. 1998, AT 4:30 O'CLOCK P.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9577964

DATE: 02-16-99

TRADEMARK  
REEL: 002155 FRAME: 0880

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CFS AMERICAS, INC.

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

The undersigned, being the Chairman of CFS Americas, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify:

1. That the Certificate of Incorporation of the Corporation is hereby amended by changing Article 1 thereof so that, as amended, said Article 1 shall read in its entirety as follows:

"1. The name of the corporation is CFS LeaseTek, Inc."

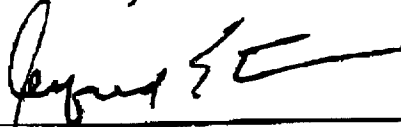
2. That the foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the GCL.

3. That the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendment, declaring said amendment to be advisable and referring such amendment to the sole stockholder of the Corporation for consideration thereof.

4. That the foregoing amendment has been duly approved and adopted in accordance with the provisions of the GCL by the written consent of the sole stockholder of the Corporation on July 14, 1998 in accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 14th day of July, 1998.

CFS AMERICAS, INC.

By:   
Name: Alfred Stein  
Its: Chairman

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