

Filing fee: \$75.00

75673

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

Portfolio Acceptance Corp.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on February 4, 1994, authorizing it to transact business in Rhode Island under the name of Portfolio Acceptance Corp.

SECOND: The corporate name of the corporation has been changed to NationsCredit Home Equity Services Corporation
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is NationsCredit Home Equity Services Corporation

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:

(If no other or additional purposes are proposed, insert "No change.")

no change

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110, of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
no change			

- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

CC# 174580

Dated October 21, 1996

Portfolio Acceptance Corp.

By

John B. Stockton

Its Vice President

and

Pamela A. Cook

Its Asst. Secretary

STATE OF Connecticut }
COUNTY OF Fairfield } SC.

At Stamford, in said County on the 21st day
of October 19 96, before me personally appeared John B. Stockton
, who being by me first duly sworn, declared that he is the
Vice President of Portfolio Acceptance Corp.,
that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

Natalie L. Gajanski
Notary Public

(NOTARIAL SEAL)

NATALIE L. GAJANSKI
NOTARY PUBLIC
MY COMMISSION EXPIRES 12/30/2000

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OC#63
174580

Dated October 21, 1996

Portfolio Acceptance Corp.

By [Signature]
Its Vice President
and [Signature]
Its Asst. Secretary

STATE OF Connecticut }
COUNTY OF Fairfield } Sc.

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that he signed the foregoing document as such Vice President
of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

NATALIE L. SARANSKI
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP. 30, 2000

10/21/96

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 OWNERSHIP, WHICH MERGES:

"JBS TWO CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "PORTFOLIO ACCEPTANCE CORP." UNDER THE NAME OF "NATIONSCREDIT HOME EQUITY SERVICES CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF OCTOBER, A.D. 1996, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8175286

11-01-96