

2000 017002

LIMITED POWER OF ATTORNEY

BEAL BANK, S.S.B. ("Beal"), a savings bank organized and existing under the laws of the State of Texas, having an office for the conduct of business at 15770 North Dallas Parkway, Third Floor, Dallas, Texas 75248, constitutes and appoints

ELECTRONIC PAYMENT SYSTEMS, INC.

its true and lawful Attorney, and in its name, place, and stead and for its use and benefits, to execute and acknowledge all documents customarily and reasonably necessary and appropriate for the release of mortgages, deeds of trust, financing statements and other security documents held for the benefit of Beal as collateral, upon payment and discharge of all sums secured by the hereinabove described documents, which documents and the loans secured thereby are owned by the undersigned and serviced for the undersigned by said attorney-in-fact, whether the undersigned is named therein as mortgagor or beneficiary or has become mortgagor or beneficiary by virtue of assignment of such document(s), or by virtue of endorsement of notes secured by such document(s).

The undersigned gives to said attorney-in-fact full power and authority to execute such release instruments as if the undersigned were personally present, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by authority hereof.

Third parties without actual notice may rely upon the power granted under this Limited Power of Attorney that all conditions precedent to the exercise of the power herein granted have been satisfied and that this Limited Power of Attorney has not been revoked unless an instrument of revocation has been recorded in the records where this Limited Power of Attorney is recorded.

BEAL BANK, S.S.B.

By: *Stephen K. O'Neal*  
Name: Stephen K. O'Neal  
Title: Vice President

ACKNOWLEDGMENT:

STATE OF TEXAS )  
COUNTY OF DALLAS )

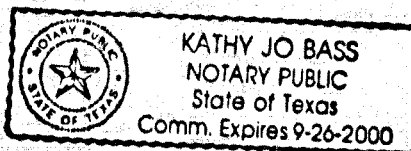
Before me, the undersigned authority, on this day appeared Stephen K. O'Neal, Vice President of BEAL BANK, S.S.B., a savings bank organized and existing under the laws of the State of Texas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and consideration therein expressed, in the capacity therein stated, and as the act of said savings bank.

Given under my hand and seal of office on this 25<sup>th</sup> day of August, 1997.

When recorded, return to:

Attn: Marcee J. Egbert  
Electronic Payment Systems, Inc.  
200 East South Temple, 3rd Floor  
Salt Lake City, UT 84111-1249

*Kathy Jo Bass*  
Notary Public in and for Dallas County, Texas



13.00  
181191

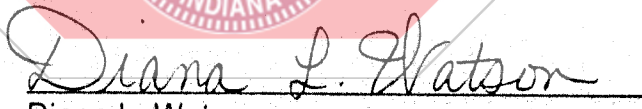
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**ASSISTANT SECRETARY'S CERTIFICATE**

I, Diana L. Watson, Assistant Secretary of FINOVA Loan Administration Inc., a Utah corporation (the "Corporation"), do hereby certify that the attached is a true and correct copy of the Articles of Amendment to the Articles of Incorporation, certified by the State of Utah Department of Commerce, Division of Corporations and Commercial Code, changing the name of the corporation from "Electronic Payment Systems, Inc." to "FINOVA Loan Administration Inc.", and that the same have not been rescinded or modified and are in full force and effect as of this date.

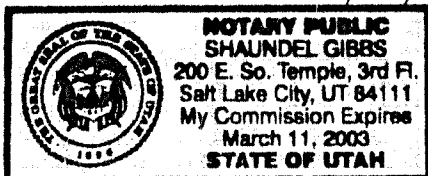
IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Corporation this 9th day of March, 1999.

(SEAL)

  
Diana L. Watson  
Assistant Secretary

This is a true and certified copy of the original ASSISTANT SECRETARY'S CERTIFICATE.

  
Notary Public: Shaundel Gibbs  
My Commission Expires: 3/11/00





# EXPEDITE

RECEIVED

JAN 29 1999

## ARTICLES OF AMENDMENT

UTAH DIV. OF CORP. AND COMM. CODE

Pursuant to the provisions of Utah law, the undersigned corporation hereby amends its Articles of Incorporation, and for that purpose, submits the following statement:

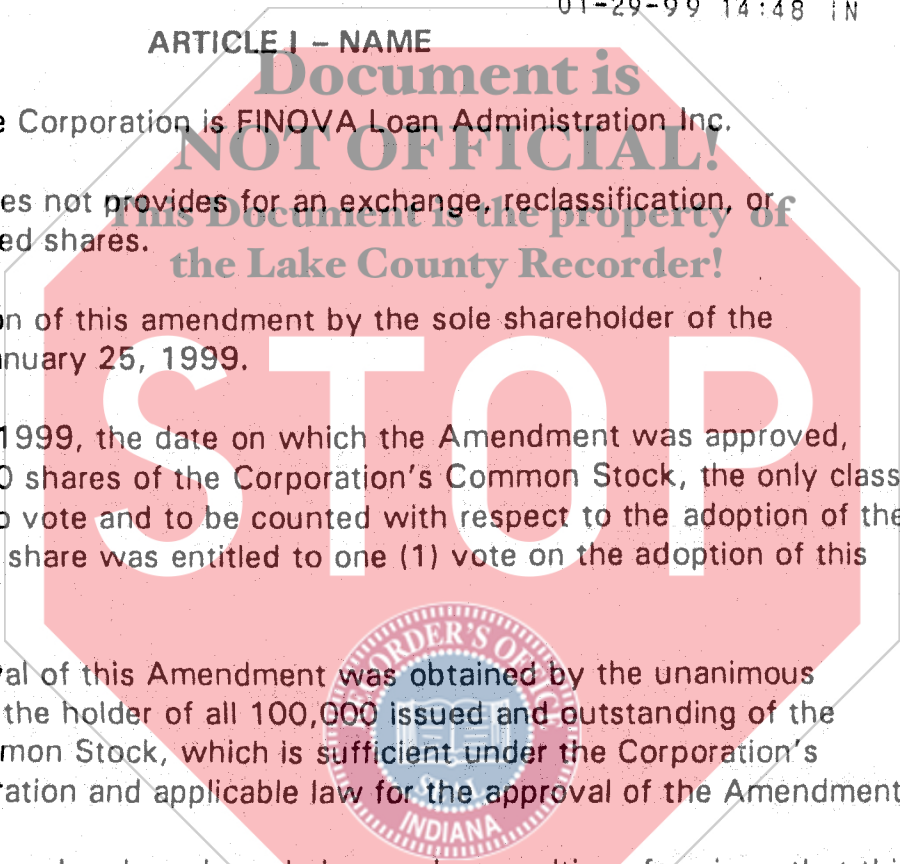
1. The name of the corporation is: ELECTRONIC PAYMENT SYSTEMS, INC.
2. By this Amendment, the first sentence of Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

01-29-99 14:48 IN

### ARTICLE I - NAME

The name of the Corporation is FINOVA Loan Administration Inc.

3. The amendment does not provides for an exchange, reclassification, or cancellation of issued shares.
4. The date of adoption of this amendment by the sole shareholder of the Corporation was January 25, 1999.
5. As of January 25, 1999, the date on which the Amendment was approved, there were 100,000 shares of the Corporation's Common Stock, the only class of shares entitled to vote and to be counted with respect to the adoption of the Amendment. Each share was entitled to one (1) vote on the adoption of this Amendment.
6. Shareholder approval of this Amendment was obtained by the unanimous written consent of the holder of all 100,000 issued and outstanding of the Corporation's Common Stock, which is sufficient under the Corporation's Articles of Incorporation and applicable law for the approval of the Amendment.



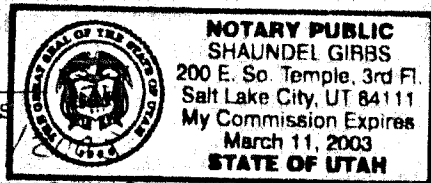
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The undersigned does hereby acknowledge, under penalties of perjury, that this document is the act and deed of the Corporation, and that the facts herein stated are true.

This is a true and certified copy of the original ARTICLES OF AMENDMENT.

Dated this 25<sup>th</sup> day of January, 1999.

*Shaundel Gibbs*  
 Notary Public: Shaundel Gibbs  
 My Commission Expires: 3/11/2003



ELECTRONIC PAYMENT SYSTEMS, INC.

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed and approved on the 29 day of Jan 1999 in the office of this Division and hereby issue this Certificate thereof.

Examiner

*BS* Date 2/1/99



*[Signature]*  
 LORENA P. RIFFO  
 DIVISION DIRECTOR

*Betty J. Pecha*  
 Betty J. Pecha, Vice President