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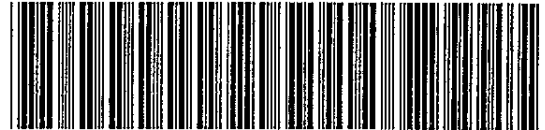
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VOGEL LAW OFFICE
A PROFESSIONAL ASSOCIATION

Richard M. Vogel
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Suite B, Midwest Title Building
3936 Tamiami Trail North
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Telephone (239) 262-2211
Facsimile (239) 262-8330

January 18, 2005

Via Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

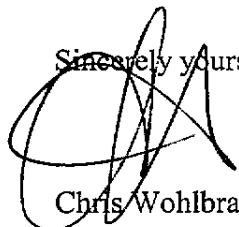
Re: Amendment of Articles of Incorporation
Midwest Title Guarantee Company of Florida

Dear Sir or Madame:

Enclosed herein please find original Articles of Amendment to Articles of Incorporation of Midwest Title Guarantee Company of Florida. Also enclosed is our check in the amount of \$35.00 in payment of the amendment fee.

Should you have any questions or concerns regarding this Amendment, please contact me directly at this office. Thank you in advance for your consideration.

Sincerely yours,



Chris Wohlbrandt

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIDWEST TITLE GUARANTEE COMPANY OF FLORIDA
A Florida Corporation**

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TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

I

The name and address of the corporation is:

Midwest Holdings, Inc.
3936 Tamiami Trail North, Suite B
Naples, Florida 34103

SECOND: Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

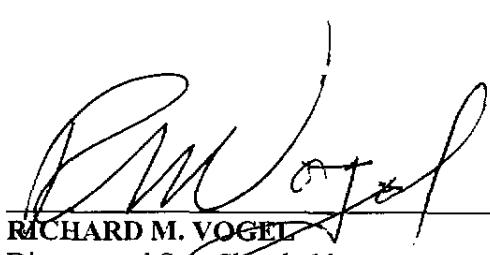
II

The purpose or purposes for which the Corporation is organized is to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

THIRD: The date of each amendment's adoption is: January 13, 2005.

FOURTH: Adoption of amendments was unanimous both by the Board of Directors and the shareholder.

SIGNED this 13th day of January, 2005.



RICHARD M. VOGEL
Director and Sole Shareholder