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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
WATERFORD RESCAP, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Waterford Rescap, Inc.

DOCUMENT NUMBER: P09000066792

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Theodore D. Estes, Esq.
Name of Contact Person

Divine & Estes, PA
Firm/ Company

24 South Orange Avenue
Address

Orlando, FL 32801
City/ State and Zip Code

breed17@cfl.rr.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Theodore D. Estes, Esq. at (407) 426-9500
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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Articles of Amendment
to
Articles of Incorporation
of

Waterford Rescap, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P09000066792

(Document Number of Corporation (if known))

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable;
(Principal office address MUST BE A STREET ADDRESS)

749 N. Alafaya Trail
Orlando FL 32828

C. Enter new mailing address, if applicable;
(Mailing address MAY BE A POST OFFICE BOX)

749 N. Alafaya Trail
Orlando FL 32828

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Brian F. Reed

New Registered Office Address:

749 N. Alafaya Trail

(Florida street address)

Orlando

(City)

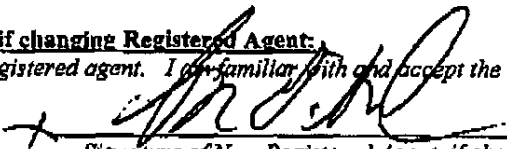
Florida

(Zip Code)

32828

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>PD</u>	<u>Brian F. Reed</u>	<u>356 Fieldstream Blvd, Orlando, FL 32825</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VSD</u>	<u>Edward L. Perillo</u>	<u>932 Scenic Oak Lane Ft. Walton Beach, FL 32549</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>PD</u>	<u>Andrew A. Hyttin</u>	<u></u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

The ~~((H11000199824 3)))~~ adoption: 8/1/11
(date of each amendment(s)) (date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

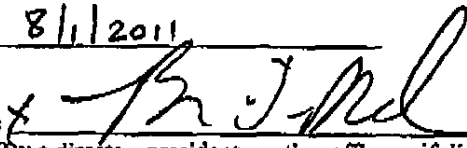
"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 8/1/2011

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian F. Reed
(Typed or printed name of person signing)

President
(Title of person signing)