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BASIC AMENDMENT

HOMEBUILDERS FINANCIAL NETWORK, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOMEBUILDERS FINANCIAL NETWORK, INC.
(DOCUMENT NO. 9300034669)**

Pursuant to the provisions of Section 607.1006, Florida Statutes, HOMEBUILDERS FINANCIAL NETWORK, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV of the Corporation's Articles of Incorporation has been amended to read as follows:

"Article IV

Capital Stock

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Eleven Thousand (11,000), consisting of One Thousand (1,000) shares of Voting Common Stock with a par value of \$.05 per share (the "Voting Common Stock"), and Ten Thousand (10,000) shares of Non-Voting Common Stock with a par value of \$.05 per share (the "Non-Voting Common Stock") (Voting Common Stock and Non-Voting Common Stock being hereinafter referred to collectively as "Common Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

Except as otherwise provided herein, all of the shares of Voting Common Stock and Non-Voting Common Stock will be identical in all respects and will entitle the holders thereof to the same rights and privileges.

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1. Voting. The holders of the Voting Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Except as otherwise expressly required under the laws of the State of Florida, holders of shares of Non-Voting Common Stock shall have no right to vote on any matter submitted to a vote of the stockholders of the Corporation and the consent of the holders of shares of Non-Voting Common Stock shall not be required for any action.

2. Dividends, Distributions, Stock Splits, etc. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors. Holders of shares of Voting Common Stock and shares of Non-Voting Common Stock shall be entitled to share equally on a share-for-share basis in all dividends payable on Common Stock, when, as, and if declared by the Board of Directors of the Corporation, whether payable in cash, property or securities of the Corporation; provided, however, that if dividends are declared on Common Stock in shares of Common Stock, then dividends shall be declared which are payable at the same rate on each type of Common Stock and the dividends on the shares of Voting Common Stock shall be payable only in shares of Voting Common Stock and the dividends on the shares of Non-Voting Common Stock shall be payable only in shares of Non-Voting Common Stock. If at any time the Corporation determines to make any other distribution to holders of shares of Common Stock or determines to offer to repurchase or otherwise acquire any shares of Common Stock, any such distribution or offer to repurchase or otherwise acquire any shares of Common Stock shall be made on a share-for-share basis or pro rata based on the total number of shares of Common Stock outstanding, as the case may be.

Notwithstanding the foregoing provisions, the Corporation shall not declare a dividend payable on Common Stock and securities convertible into shares of Common Stock unless the securities so distributed to holders of shares of Voting Common Stock are convertible into shares of Voting Common Stock and the securities so distributed to holders of shares of Non-Voting Common Stock are convertible into shares of Non-Voting Common Stock and all other terms and provisions of the securities so distributed are identical in all respects. If at any time the Corporation in any manner subdivides splits or combines the outstanding shares of one type of Common Stock, the outstanding shares of the other type of Common Stock shall be proportionately subdivided, split or combined.

3. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled

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to receive all assets of the Corporation available for distribution to its stockholders.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation."

SECOND: Article IX of the Corporation's Articles of Incorporation has been amended to read as follows:

"Article IX

Amendment To
Articles Of Incorporation
And By-Laws

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The holders of the Voting Common Stock shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of the outstanding shares of Voting Common Stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the holders of the Voting Common Stock as provided in the By-Laws."

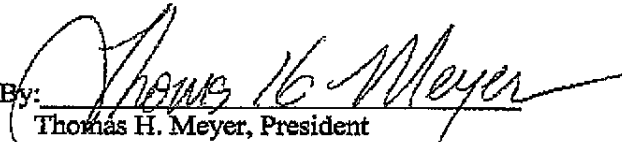
THIRD: Article XI of the Corporation's Article of Incorporation is hereby deleted in its entirety.

FOURTH: The foregoing amendment was adopted on December 21, 2001.

FIFTH: The foregoing amendment was approved by the stockholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, HOMEBUILDERS FINANCIAL NETWORK, INC., a Florida corporation, has caused these Articles of Amendment to be signed by its President as of December 21, 2001.

HOMEBUILDERS FINANCIAL
NETWORK, INC., a Florida corporation

By: 
Thomas H. Meyer, President

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