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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

GICC Mortgage Corp

000002428160-2
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*213
Jon
Amend*

Ordered By: _____

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

NEED TODAY

February 12, 1998

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: GICC MORTGAGE CORP.
Ref. Number: P97000024858

NEED TODAY

Corrected

We have received your document for GICC MORTGAGE CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 498A00008231

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DIVISION OF INCORPORATION

~~500002420075~~

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GICC MORTGAGE CORP.

FILED

98 FEB 13 PM 2:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of GICC MORTGAGE CORP (the "Corporation").

I. The Articles of Incorporation are amended by deleting all of Article III hereof, and by substituting in lieu thereof, the following language:

"Article III. Capital Stock

A. Common Stock

1. Basic Characteristics. The maximum number of shares of common stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share. These shares are designated as the Corporation's Common Stock.

2. Voting Rights. Each share of Common Stock issued and outstanding shall have and possess the right to notice of shareholders' meetings, and shall be entitled to vote at a meeting of shareholders.

3. Liquidation. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, subject to all of the preferential rights of the holders of the Preferred Stock provided for in Paragraph III.B., the holders of the Common Stock shall be entitled to receive ratably, all of the remaining assets of the Corporation.

4. Dividends. Subject to all of the rights of the Preferred Stock, dividends may be paid on the Common Stock, as and when and in the manner declared by the Board of Directors, out of any funds of the Corporation which are legally available for the payment of such dividends.

B. Preferred Stock

1. Basic Characteristics. The maximum number of shares of preferred stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of preferred stock having \$1.00 par value per share. These shares are designated as the Corporation's Preferred Stock.

2. Voting Rights. The Preferred Stock will be non-voting, and therefore none of the shares of Preferred Stock issued and outstanding will be entitled to any voting rights.

3. Liquidation. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Preferred Stock shall be entitled to receive out of the assets of the Corporation which are available after the satisfaction of the debts and any other claims against this Corporation, regardless of whether such assets are capital or surplus of any nature, an amount equal to One Thousand Dollars (\$1,000) for each such share of the Preferred Stock, and no more, before any payment shall be made or any assets distributed to the holders of the Common Stock.

If, upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of the Corporation which are to be distributed shall be distributed ratably among the holders of the Preferred Stock.

The holders of the Preferred Stock shall not be entitled to receive any distributive amounts upon the liquidation, dissolution, or winding up of the Corporation other than the amounts set forth in this subparagraph III.B.3.

4. Redemption. The Corporation may, at its option, at any time, or from time to time, redeem the whole or any part of the Preferred Stock issued and outstanding based on the liquidation value of One Thousand Dollars (\$1,000) per share, plus any dividends which have been declared, but which have not been paid. The Board of Directors shall have full power and discretion to select from the outstanding Preferred Stock of the Corporation particular shares for redemption, and its determination in this connection shall not be subject to attack except for actual and intentional fraud. In all instances, the Board of Directors shall have complete authority to determine and take the actions necessary

to fully effectuate the redemption of the Preferred Shares selected for redemption, and the cancellation of the certificates representing such Preferred Shares. Upon the completion of such actions, the rights of holders of the shares of such Preferred Stock which have been redeemed shall in all respects cease, except that such holders shall be entitled to receive the redemption price for their respective Preferred Shares.

5. Dividends. Dividends may be paid on the Preferred Stock, as, when and in the manner declared by the Board of Directors, out of any funds of the Corporation which are legally available for the payment of such dividends. The Preferred Stock will have no preference over the Common Stock, and accordingly, the Board of Directors may allocate dividends between the Preferred and Common Stock in its sole and absolute discretion."

II. In all other respects, the Articles of Incorporation shall remain unchanged.

III. This Amendment was adopted by a written statement signed by the shareholders and directors of GICC MORTGAGE CORP., pursuant to Section 607.1003 of the Florida Statutes. Date of adoption 2/5/98.

IV. The effective date of this Amendment shall be upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being President and Secretary of the above named Corporation, do hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 5th day of February, 1998.

GICC MORTGAGE CORP.

BY:


RICHARD GANGEL, President

BY:

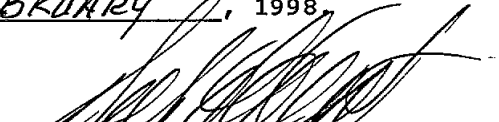

RICHARD GANGEL, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared RICHARD GANGEL, as President and Secretary of GICC Mortgage Corp., who is personally known to me or who has provided _____ as identification, and who executed the foregoing Amendment to the Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 5th day of FEBRUARY, 1998.



Signature NOTARY PUBLIC

William F. McCarthy

Printed Name of NOTARY PUBLIC

NOTARY PUBLIC

Title

Commis. State Number 