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

~~Senior Homeowners Financial~~ Amended
 GRCC Mortgage Corp. *Realtor Name Change*

- Walk In
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Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCUMENTS

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 1999

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: GICC MORTGAGE CORP.
Ref. Number: P97000024858

We have received your document for GICC MORTGAGE CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please put the "old" name in the heading GICC Mortgage Corp.

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

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 299A00052140

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SENIOR HOMEOWNERS FINANCIAL SERVICES, INC.,
f/k/a GICC MORTGAGE CORP.

99 OCT 28 PM 4:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby execute, acknowledge and file the following Amended and Restated Articles of Incorporation of SENIOR HOMEOWNERS FINANCIAL SERVICES, INC., f/k/a GICC MORTGAGE CORP., a Florida corporation (hereinafter referred to as the "Corporation").

I. The Articles of Incorporation of the Corporation are hereby amended by deleting all prior Articles of Incorporation in their entirety, including all prior amendments and other modifications or restatements thereof, and by substituting in their place and stead the following Amended and Restated Articles of Incorporation in its entirety:

"ARTICLE I. NAME"

The name of the Corporation is presently GICC MORTGAGE CORP. The Name of the Corporation will hereafter and hereby be changed to:

SENIOR HOMEOWNERS FINANCIAL SERVICES, INC.

The address of the principal office of the Corporation shall be 7771 West Oakland Park Boulevard, Suite 130, Sunrise, Florida 33351, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

A. Common Stock.

1. Basic Characteristics. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock having one cent (\$.01) par value per share.

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, the holders of the common stock shall be entitled to receive ratably, all of the remaining assets of the Corporation.

4. Dividends. 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 10,000 shares of preferred stock having One Cent (\$.01) 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 asset 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 as to dividends, and accordingly, the Board of Directors may allocate dividends between the Preferred and Common Stock in its sole and absolute discretion."

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146, and the name of the initial registered agent of the Corporation at that address is Atrium Registered Agents, Inc.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This Corporation shall have two (2) officer(s) and two (2) director(s). The name and street address of the officer(s) and director(s) who shall hold office until his successor is elected or appointed is:

Howard Kaye, President/
Secretary 9425 N.W. 11th Street, Plantation, Florida 33322

Richard Gangel, Director 3241 N.E. 59th Street, Ft. Lauderdale, Florida 33308

Martin Seligson, Director 1235 East Mountain Drive, Santa Barbara, California 93108

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301"

II. These Amended and Restated Articles of Incorporation were adopted on October 25, 1999 by a written action signed by the shareholders and directors of GICC MORTGAGE CORP., pursuant to Section 607.1007 of the Florida Statutes.

III. Pursuant to 607.1006 the provisions for implementing the exchange of shares of stock of the Corporation are as follows:

- (a) The Common Shareholders will transfer their shares to the Corporation in consideration for the issuance of one hundred (100) common shares under the revised capitalization.
- (b) The Preferred Shareholders will transfer their shares to the Corporation in consideration for the issuance of nine hundred (900) common shares under the revised capitalization.

IV. Each voting group of Shareholders approved the above Amendments and the number of votes cast for each of the Amendments by both groups of Shareholders was sufficient for approval.

V. Except as otherwise provided herein, the effective date of these Amended and Restated Articles of Incorporation shall be upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

VI. Pursuant to Section 607.0123(3) of the Florida Statutes, the filing date will be October 28, 1999, the date when a document similar to these Amended and Restated Articles of Incorporation was filed 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 Amended and Restated Articles of Incorporation this 2nd day of November, 1999, effective as of the 28th day of October, 1999.

SENIOR HOMEOWNERS FINANCIAL SERVICES, INC., f/k/a/ GICC MORTGAGE CORP.

BY: Howard Kaye
HOWARD KAYE, President

Howard Kaye
HOWARD KAYE, Secretary

ACKNOWLEDGMENT

STATE OF FLORIDA)

COUNTY OF BROWARD)

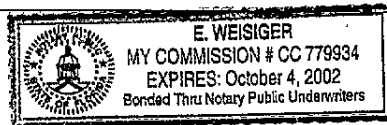
BEFORE ME, the undersigned authority, personally appeared HOWARD KAYE, as President of SENIOR HOMEOWNERS FINANCIAL SERVICES, INC., f/k/a GICC MORTGAGE CORP., who is personally known to me or who has provided _____ as identification, and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official stamp in the County and State named above this 2nd day of November, 1999.

E. Weisiger
Signature of NOTARY PUBLIC

E. Weisiger
Printed Name of NOTARY PUBLIC

Title



Commission Number