

514686

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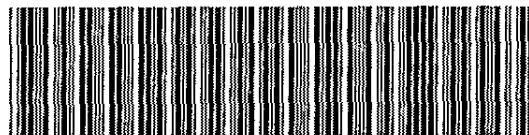
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Mortgage Assistance Center Corporation

DOCUMENT NUMBER: 514686

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

Please return all correspondence concerning this matter to the following:

Michael L. Laussade

(Name of Contact Person)

Jackson Walker L.L.P.

(Firm/ Company)

901 Main St. Suite 6000

(Address)

Dallas, TX 75202

(City/ State and Zip Code)

For further information concerning this matter, please call:

Michael L. Laussade

(Name of Contact Person)

at (214) 953-5805

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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☐ \$52.50 Filing Fee
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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

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
MORTGAGE ASSISTANCE CENTER CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act ("*FBCA*"), Mortgage Assistance Center Corporation (the "*Company*"), a for profit corporation organized and existing under and by virtue of the FBCA, adopts the following amendments to its Articles of Incorporation:

Article IV, Capital Stock, is deleted in its entirety and replaced with:

"The aggregate number of shares of Common Stock which this corporation will have authority to issue is Fifty Million (50,000,000), par value \$0.001 per share."

The aggregate number of shares of Preferred Stock which this corporation will have authority to issue is Four Million (4,000,000), par value \$0.001 per share.

Preferred Stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of Preferred Stock will be identical except as to the dates of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of Preferred Stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law."

These Articles of Amendment were adopted on September 28, 2006

These Articles of Amendment shall be effective as of the date and time of acceptance for filing by the Florida Department of State.

This amendment was approved by the written consent of the shareholders in accordance with Section 607.0704 of the FBCA. The number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the Company's President, Dale Hensel, has signed this certificate
this 8th day of November, 2006.

By: 

Dale Hensel, President