LAW OFFICES

## KWITNEY, KROOP & SCHEINBERG, P.A.

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PAUL KWITNEY - OF COUNSEL

December 16, 1997

664002

AREA CODE 305 538-7575

TELECOPIER AREA CODE 305 538-4676

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

First Capital Corp. Re:

40002389304--9 -01/05/98---01045---015 \*\*\*1288.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Enclosed herein please find the completed Application for Reinstatement for the above corporation. As per information provided to us by your office, the above name is no longer available; so therefore we are enclosing an amendment changing the name to First Capital Land Corp. I am enclosing a check in the total amount of \$1288.75 which represents \$1245.00 for the reinstatement fee; \$35.00 for the name change amendment and \$8.75 for a Certificate of Status.

Please provide our office with the Certificate of Status.

Very truly yours,

KWITNEY, KROOP & SCHEINBERG, P.A.

BJS:ss Enclosure

> FILING RAGENT CERT. COFY

OVERPAYME TOTAL

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILE D 97 DEC 22 PM 1: 42

FIRST CAPITAL CORP.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

The name of the corporation, FIRST CAPITAL CORP., is changed to FIRST CAPITAL LAND CORP. effective immediately.

SECOND:

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, are as follows:

HIRD: The date of each amendment's adoption: $12-15-97$
OURTH: Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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
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.
Signed this day of December , 19 97  Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder
OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)
Diane Harris Fox
Typed or printed name
President/Director
Title