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LANSING, MICHIGAN

December 28, 1999

Florida Department of State
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

800003083668--0
-12/29/99--01096--006
*****43.75 *****43.75

Re: Midland Mortgage Corporation

Dear Sir/Madam:

Enclosed for filing in 1999 are the following documents:

1. Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, changing the name of Midland Mortgage Corporation to JTB Financial Corporation.
2. Certified copy of the Certificate of Amendment to the Articles of Incorporation from the State of Michigan evidencing the name change and Good Standing Certificate.
3. Our check in the amount of \$43.75.

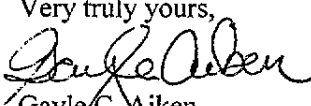
Please note that we have requested that these documents be filed in 1999.

This is also a request for one certified copy of the filed amendment. The check covers the cost of the filing fee and one certified copy. Please return the certified copy to the undersigned. A prepaid, self-addressed Federal Express Airbill and envelope is enclosed for this purpose.

If you have any questions or problems with regard to this request, please contact the undersigned by telephone call to (313) 465-7208.

Thank you for your assistance and cooperation.

NE
1-11-00
DMS

Very truly yours,

Gayle C. Aiken
Legal Assistant

FILED
99 DEC 29 PM 4: 21
TALLAHASSEE, FLORIDA

Enclosures

DET_B\207027.1

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Midland Mortgage Corporation
Name of corporation as it appears on the records of the Department of State.
2. Michigan 3. March 5, 1980
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 27, 1999

5. JTB Finanical Corporation
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction

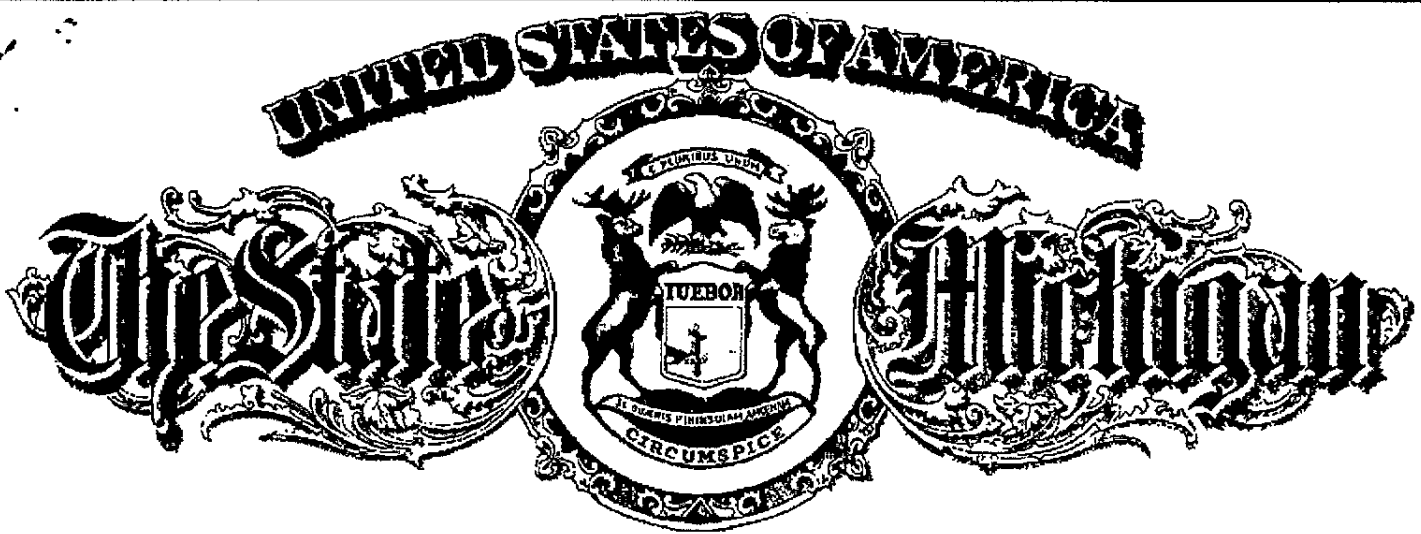
FILED
99 DEC 29 PM 4:21
STATE OF FLORIDA
TALLAHASSEE

Lesley Moulton
Signature

December 21, 1999
Date

Lesley Moulton
Typed or printed name

Secretary
Title



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 27th day of December, 1999.

, Director

Corporation, Securities and Land Development Bureau

12/21/99 15:22 1 407 740 6190
Dec-21-99 02:29pm From-HONIGMAN, MILLER, SCHWARTZ, COHN

+313-862-0176

T-742 P.02/04 F-538 002/004

CaS-515 (REV 10/98)

MICHIGAN DEPARTMENT OF CONSUMER AND INDUSTRY SERVICES CORPORATION, SECURITIES AND LAND DEVELOPMENT BUREAU		
(Date Received)		(For Bureau Use Only)
DEC 22 1999		FILED DEC 27 1999
Name Gayle Aiken, Legal Assistant Honigman Miller Schwartz and Cohn		Administrator CORP, SECURITIES & LAND DEV. BUREAU
Address 2290 First National Building		EFFECTIVE DATE:
City	State	
Detroit	MI	
	Zip Code	
	48226	

† Document will be returned to the name and address you enter above †

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For Use by Domestic Profit and Nonprofit Corporations

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following certificate:

1. The present name of the corporation is: Midland Mortgage Corporation
2. The identification number assigned by the Bureau is: 090-369

3. Article 1 of the Articles of Incorporation is hereby amended to read in its entirety as follows:
The name of the corporation is: JTB Financial Corporation ✓

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)
The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, in accordance with the provisions of the Act by the unanimous consent of incorporator(s) before the first meeting of the Board of Directors or Trustees.
Signed this _____ day of _____.

(Type or Print Name and Title)

5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)
The foregoing amendment to the Articles of Incorporation was duly adopted on the 21st day of December, 1999 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

at a meeting. The necessary votes were cast in favor of the amendment.

by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) of and (2) of the Act if a nonprofit corporation, or Section 407(1) and (2) of the Act if a profit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)

by written consent of all the shareholders or members entitled to vote in accordance with Section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
Signed this 21st day of December, 1999.

By Lesley Moulton
Lesley Moulton, Secretary

6. (For a nonprofit corporation whose articles state the corporation is organized on a directorship basis.)
The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____ by the directors of a nonprofit corporation whose Articles of Incorporation state it is organized on a directorship basis (check one of the following)

at a meeting. The necessary votes were cast in favor of the amendment.

by written consent of all the directors pursuant to Section 525 of the Act.
Signed this _____ day of _____.

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name and Title)