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**Only Admitted to the Bar
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July 29, 1999

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS
809694803640

RE.: CAPITAL HOME BUYERS, INC.

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-08/06/99-01015-001
*****43.75 *****43.75

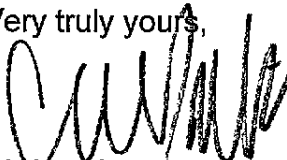
To Whom It May Concern:

Please find enclosed for filing with the Division of Corporations the following items:

1. Amended Annual Report (changing the officers of the corporation)
2. Articles of Amendment to Articles of Incorporation

We have also enclosed the requisite filing fees of \$43.75 for the articles of amendment (including fee for certified copy) and \$61.25 for the amended annual report. We ask that you please return a certified copy of the articles of amendment to my attention at the above address.

Very truly yours,


Christopher Prusaski

CWP/ac
Encl.

*Corrected
statute
- advised*

Amend

FILED
99 JUL 30 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE AUG 6 1999

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CAPITAL HOME BUYERS, INC.

99 JUL 30 AM 9:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments Adopted:

ARTICLE 6

The Board of Directors of the Corporation is set at one (1) and the following individual is elected as the Director of the Corporation to serve until the election and qualification of her successors:

Margaret M. Semenuk
3300 N.E. 31st Avenue
Lighthouse Point, FL 33064

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:

Not applicable.

THIRD: The date of each amendment's adoption:

July 28, 1999.

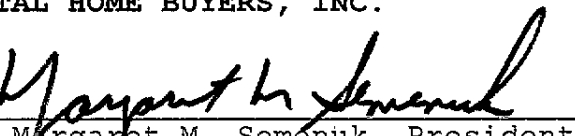
FOURTH: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for the approval.

SIGNED this 28 day of July, 1999.

CAPITAL HOME BUYERS, INC.

By:


Margaret M. Semenuk, President
and Director