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March 31, 1997

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation
C&A Mortgage Company, Inc.


Dear Sir:

Enclosed please find First Amendment to Articles of Incorporation changing the name of the corporation to International Financial Corp., of South Florida, together with my check in the amount of \$35.00, to cover the cost of filing.

Please return a copy to me.

Thank you for your cooperation.

Very truly yours,


David R. Serns

DRS:sd

Enc.

FILED
97 APR -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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-04/02/97--01031--006
*****35.00 *****35.00

VS APR 7 1997

N/C

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
C. & A. MORTGAGE COMPANY, INC.

FILED
97 APR -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

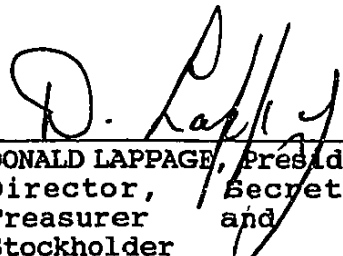
The undersigned hereby files this First Amendment to the Articles of Incorporation of C. & A. Mortgage Company, Inc., as follows:

ARTICLE I:

The name of the corporation shall hereafter be known as
INTERNATIONAL FINANCIAL CORP., OF SOUTH FLORIDA

All other provisions of the Articles of Incorporation not in conflict herewith shall remain in full force and effect.

The undersigned has caused this First Amendment to the Articles of Incorporation to be executed this 26 day of March, 1997.


DONALD LAPPAGE, President,
Director, Secretary,
Treasurer and Sole
Stockholder

STATE OF FLORIDA

SS:

COUNTY OF DADE

Before me the undersigned authority, personally appeared Donald Lappage, President and Secretary of INTERNATIONAL FINANCIAL CORP., OF SOUTH FLORIDA, well known to me, who acknowledged before me that he executed the foregoing instrument for the purposes contained therein, this 26 day of March, 1997.


Notary Public

My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
STEVEN KRUTT
COMMISSION # CC 553558
EXPIRES MAY 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.