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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

VALIDATION ONLY

8/2/00. Maria

Henry Lopez-Aguilar

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City State ZIP Phone
(305) 598-2208

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CORPORATION(S) NAME

Peninsula Mortgage Bankers Corporation.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PENINSULA MORTGAGE BANKERS CORPORATION

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation of PENINSULA MORTGAGE BANKERS CORPORATION, is amended to read as follows:

ARTICLE III

The total number of shares of all classes which the Corporation shall have authority to issue is Ten Million Seven Thousand and Five Hundred shares (10,007,500) shares, of which Ten Million (10,000,000) shares, \$1.00 par value, shall be a class designated "preferred shares" and Seven Thousand Five Hundred (7,500) shares, \$1.00 par value, shall be a class designated "common shares".

A. Preferred Shares

(1) Preferred shares may be issued from time to time as shall hereafter be determined in the resolution or resolutions providing for the issue of such preferred shares from time to time adopted by the majority of the holders of the Common shares of stock of the corporation.

(2) The preferred shares are in preference to the common shares and are entitled and

limited to dividends at the annual rate of 7% per share cumulative from February 1, 1999, and to \$1.00 per share plus any unpaid dividends in any distribution of assets.

(3) The preferred shares are subject to redemption at the option of the Company at any time, upon payment of \$1.00 per share plus accumulated dividends.

(4) The preferred shares are not entitled to notice nor to vote at shareholders' meetings of the Company, nor to participate in profits beyond its fixed, preferential annual dividend of Seven per cent.

B. Common Shares

(1) The par value of the Common shares shall be \$1.00 per share.

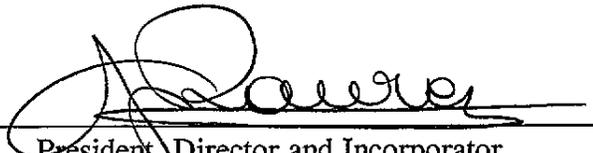
(2) Subject to all of the rights of the preferred shares, the holders of the Common shares shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefore, dividends payable in cash, shares or otherwise, as provided by Florida law.

(3) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, and after the holders of the preferred shares of each series shall have been paid in full the amounts to which they respectively shall be entitled or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the common shares in accordance with their respective rights and interests, to the exclusion of the holders of the preferred shares.

SECOND: The foregoing Amendment was adopted on July 20, 2000, to take effect as of February 1, 1999, which is the date where the provisions hereof were implemented by the corporation upon the agreement of the majority of its shareholders.

THIRD: The Amendment was adopted by the shareholders of the corporation. The number of votes cast for this Amendment by the shareholders was sufficient for approval.

Signed this 20th day of July, 2000, at Miami, Miami-Dade County, Florida.

By 

President, Director and Incorporator
Jorge Rawicz