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NAME: BOCA INSURANCE LENDERS, INC.

AUDIT NUMBER.....H97000001683

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P.01/04



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

January 29, 1997

BOCA INSURANCE LENDERS, INC.
5850 WEST ATLANTIC AVE
STE. 101
DELRAY BEACH, FL 33484US

SUBJECT: BOCA INSURANCE LENDERS, INC.
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Sandra B. Mortham
Secretary of State

January 30, 1997

BOCA INSURANCE LENDERS, INC.
5850 WEST ATLANTIC AVE
STE. 101
DELRAY BEACH, FL 33484US

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Linda Stitt
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ARTICLES OF AMENDMENT
OF
BOCA INSURANCE LENDERS, INC.

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97 JAN 30 PM 2:54

BOCA INSURANCE LENDERS, INC., a Florida corporation (the "Company"), by and through Alec Shatz, its president, does hereby certify that:

1. By a Written Consent of Sole Director Without a Meeting dated November 13, 1996, the Company's Sole Director adopted a resolution (a) proposing to amend Article III thereof to change the authorized capital stock of the Company and (b) directing that the proposed amendment be submitted to a vote of the Company's Shareholders for approval; and

2. By a Written Consent of Shareholders Without a Meeting dated November 13, 1996, the Company's Shareholders, by a number of votes sufficient for approval, adopted the proposed amendment so that the Article III of the Company's Articles of Incorporation, in lieu of its present language, shall read as follows:

"ARTICLE III

The maximum number of shares of stock which this Corporation is authorized to issue or to have outstanding at any time shall be 55,000,000 shares, of which 50,000,000 shares shall be common stock, \$.01 par value per share, and of which 5,000,000 shares shall be preferred stock, \$.01 par value per share.

The holders of common stock shall have one vote for each share of such stock held.

The holders of record of the preferred stock shall be entitled to cash dividends when, as and if declared by the Board of Directors at the time, in the manner and at the rate per share determined by the Board of Directors in the resolution authorizing each series of preferred stock. Dividends payable on the preferred stock must be paid or set apart for payment before any dividends may be declared and paid on the common stock with respect to the same time period.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding preferred stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of preferred stock. After payment to the holders of the preferred stock of the amount payable to them as above set forth,

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#97000061683

the remaining assets of this corporation shall be payable to, and distributed ratably among, the holders of record of the common stock.

The common stock may also be subject to other rights and preferences that the Board of Directors may give to any series of the preferred stock.

The Board of Directors is hereby expressly authorized to issue the preferred stock of this corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the preferences, limitations and relative rights thereof. All of the shares of any one series shall be alike in every particular. Except to the extent otherwise provided in the description of each series, all of the shares of all series of preferred stock shall be alike in every particular.

All stock of this corporation, whether common stock or preferred stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Such stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of this corporation shall have (1) any preemptive right to subscribe for or acquire additional shares of this corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized, or (2) any right to acquire any shares which may be held in the treasury of this corporation. All such additional or treasury shares may be issued or reissued for such consideration, at such time, and to such persons as the Board of Directors may from time to time determine."

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed in its name by its proper officer thereunto duly authorized, this 13th day of November, 1996.

BOCA INSURANCE LENDERS, INC.

By: 

Alec Shatz, President

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