

MIRKIN & WOOLF, P.A.

M 33789

Attorneys at Law

SouthTrust Center - Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: bizlaw@mirkinwoolf.com

January 30, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/02/01--01097--016  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Empire Mortgage Group, Inc.

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of Empire Mortgage Group, Inc., along with a check in the amount of \$43.75 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

  
Marc S. Woolf  
MSW/deb

cc: Bryant D. Fravel

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
EMPIRE MORTGAGE GROUP, INC.

Pursuant to the provisions of the Florida Statutes, on January 25, 2001 a majority of the directors and holders of a majority of the shares of common stock of Empire Mortgage Group, Inc. a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

- RESOLVED:** That the name of the Corporation should be changed to Provident Capital Corporation
- RESOLVED:** That the authorized capital of the Corporation should be changed to one million (1,000,000) shares of common stock, \$0.01 par value per share.
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

The number of votes cast for the foregoing resolutions by the shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolutions, Article I and Article IV of the Corporation's Articles of Incorporation are deleted and the following inserted in its place:

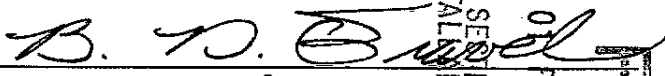
Article I

The name of the Corporation is Provident Capital Corporation

Article IV

The Corporation shall have authority to issue one million (1,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the president of the Corporation has executed and submitted this instrument this 25 day of January, 2001.

  
Bryant D. Fravel

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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