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NORTHERN TRUST PLAZA
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BOCA RATON, FLORIDA 33431
TELEPHONE (561) 367-7600

JOHN O. HOPKINS, ESQ.
ROBERT B. RABIN, ESQ.
CAROL A. CHRISTOS, PARALEGAL

April 6, 2001

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*****35.00 *****35.00

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

**RE: Articles of Amendment to Articles of Incorporation of America's Mortgage
Superstore, Inc.**

Dear Sir/Madam:

Enclosed please find one original and a copy of Articles of Amendment to Articles of Incorporation for the above-referenced corporation, as well as the filing fee of \$35.00.

Please file the original and return a certified stamped copy to me at 301 Yamato Rd., Suite 3131, Boca Raton, FL 33431 in the enclosed self-addressed stamped envelope as soon as possible.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Christina Myers
Legal Assistant

enclosure

FILED
01 APR 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 23 2001

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

OF

AMERICA'S MORTGAGE SUPERSTORE, INC.

FILED
01 APR 16 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is America's Mortgage Superstore, Inc. which original Articles of Incorporation were filed with the Department of State on April 27, 2000.

ARTICLE II
PRINCIPAL OFFICE

Article II of the Articles of Incorporation shall be deleted and amended to reflect that the principal place of business and mailing address of this corporation shall be 2275 S. Federal Hwy., Suite 300, Delray Beach, FL 33483.

ARTICLE III
CAPITAL STOCK

Article III of the Articles of Incorporation shall be deleted and amended to reflect that the Corporation shall have the authority to issue 10,000 shares of Class A common stock, par value \$.001 per share, 10,000 shares of Class B common stock, par value \$.001 per share. Except as specifically required by law and except as provided in the Articles or the By-Laws of the Corporation, the Class B shares are non-voting shares.

ARTICLE IV
EXCHANGE

Since the amendment provides for an exchange, reclassification or cancellation of issued shares, the Shareholders of the Corporation shall present their common stock for same upon adoption of these Articles of Amendment.

ARTICLE V
DATE

The date of each amendment's adoption was February 28, 2001.

ARTICLE VI
ADOPTION

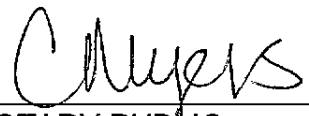
The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned authorized representative and President has executed these Articles of Amendment this 2nd day of March, 2001.


PAYTON STORY III, President

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Payton Story III, known to me to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, and he acknowledged before me that he executed those Articles of Amendment to Articles of Incorporation



NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



C. Myers
MY COMMISSION # CC905152 EXPIRES
January 25, 2004
BONDED THRU TROY FAIR INSURANCE, INC.