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STATE
TALLAHASSEE, FLORIDA

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343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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-08/09/00--01058--010
****140.00 ****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Flagler Financial Mortgage Inc. P00000068194
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

*Amend
8-9-00
BWT*

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

TO

ARTICLES OF INCORPORATION

OF

FLAGLER FINANCIAL MORTGAGE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: Paul J. Prince
Secretary: Paul J. Prince
Treasurer: Paul J. Prince

SECOND: Article 5 shall be amended to state:

President: Kenneth A. Gheorge
Secretary: Paul J. Prince
Treasurer: Paul J. Prince

whose addresses shall be the same as the principal address of the Corporation.

THIRD: The date of the adoption of this amendment is the 1 August 2000.



SPIEGEL & UTRERA, P.A.

L A W Y E R S

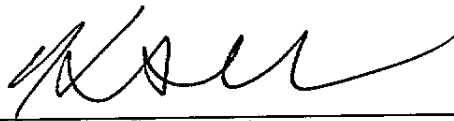
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FOURTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 1 August 2000.



Kenneth A. Gheorge, Chairman of the Board
of Directors



SPIEGEL & UTRERA, P.A.

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