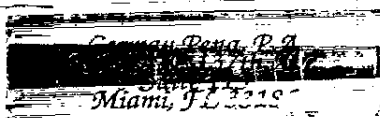


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(Address)

(City/State/Zip/Phone #)

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FILED

05 JUL -1 PM 2:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JUL -7 2005

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF:
CAROUSEL MORTGAGE LOAN, CORP.**

FILED
05 JUL -1 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Delete: Enrique Amador

The initial street address in this State of the principal office of this corporation is: 8057 NW 155 Street. Miami. Fl., 33016

**ARTICLE VIII
BOARD OF DIRECTORS**

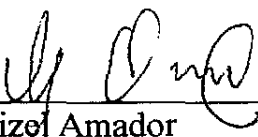
ADD: Yizel Amador President 8057 NW 155 Street
Miami. Fl., 33016

SECOND: The date of each amendment's adoption: Jun 27, 2005

THIRD: Adoption of Amendment(s):

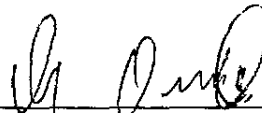
The amendment(s) were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this June 27, 2005



Yizel Amador
President

Having been made initial registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



Yizel Amador

STATE OF FLORIDA
COUNTY OF: Dade

Before me personally appeared Yizel Amador
to me well known and known to me to be the person described in and who
executed the foregoing instrument, and acknowledged to and before me that
Yizel Amador executed said instrument for the purpose
therein expressed.

WITNESS my hand and official seal, this 27 day of July 2004.



