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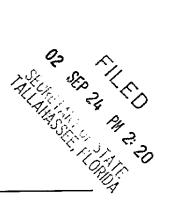
Flix Bentham Olpine Mortgage Funding Dr.c. 3800 Universary BIVd.

Ste 101-C Hauderhill, Fr 33319

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> > 9/24/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



AYLSHAM FINANCIAL GROUP, INC.	· <u></u>	
(present name)		<u> </u>
(Document Number of Corporation	n (If known)	

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: (indicate article number(s) being amended, added or deleted)

TO

ALPINE MORTGAGE FUNDING, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

THIRD:	The date of each amendment's adoption: SEPTEMBER 15TH, 2002
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
Z	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 15TH day of SEPTEMBER , 2002.
Signature_	Lexibitlare
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	(2) a district if adopted by and discovering
	OR
	(By an incorporator if adopted by the incorporators)
	FELIX BENTHAM
	(Typed or printed name)
	PRESIDENT
	(Title)