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LORNA PHILLIPS

2400 SW 102 Nd ANT
WIRAMAN, KL. 33025

954-327-4646

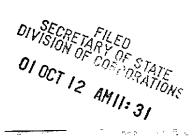
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SECRETARY OF STATION OF OCT 12 AM 11:31

Amend

V SHEPARD OCT 18 2001

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



NEWPORT CAPITAL MORTGAGE, INC.

(present name)

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)

Article IX - Ammended to add as Director:

Norma Gaffney 8305 South Prairie Avenue Chicago, ILLINOIS 60619

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:

THIRD:,	The date of each amendment's adoption: October 9th, 2001
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
k	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"
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this 9th day of October 2001 e (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)
	OR
	(By an incorporator if adopted by the incorporators)
	LOVNA PRIVLIPS Typed or printed name
	Bresident Title