

Division of Corporations

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

EQUITY FUNDING MORTGAGE CORPORATION

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|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
EQUITY FUNDING MORTGAGE CORPORATION

Pursuant to the provisions of 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), Equity Funding Mortgage Corporation (the "Corporation") adopts this Amendment to its Articles of Incorporation as set forth below:

1. The name of the Corporation is Equity Funding Mortgage Corporation.
2. The principal address of the Corporation is 14255 U.S. Highway One, Suite 207, Juno Beach, Florida 33408.
3. The following amendment to the Corporation's Articles of Incorporation was adopted by the unanimous consent of the board of directors and a majority of the holders of the outstanding shares of common stock of the Corporation on the 25th day of October, 2002 in accordance with and in a manner prescribed by the Act. The number of votes cast by the shareholders was sufficient for approval of the amendment.

Article 7, Section 7.1 is hereby amended in its entirety to read:

Article 7 - Corporate Capitalization

- 7.1 The total number of shares of stock of all classes and series that this Corporation shall have authority to issue is 15,000,000 shares, consisting of (i) 10,000,000 shares of common stock, par value of \$0.001 per share, and (ii) 5,000,000 shares of preferred stock, par value of \$0.001 per share, with such other powers, designations, preferences, rights and qualifications, limitations or restrictions as may be decided upon by the Corporation's board of directors. The board of directors is authorized to provide for the issuance of such preferred stock in classes and series of classes, and by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class or series of a class, and the preferences, limitations and relative rights of each class or series of a class.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed the foregoing Amendment to the Corporation's Articles of Incorporation this 25th day of October, 2002.

By:


Dennis C. Cunningham, President

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