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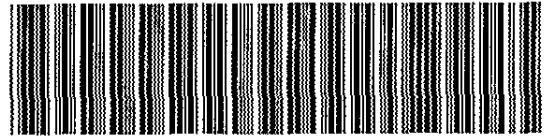
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. REPUBLIC MORTGAGE LOANS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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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

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

Examiner's Initials

AMENDMENTS TO THE ARTICLES OF INCORPORATION

OF

Republic Mortgage Loans, Inc.

I, the undersigned, being the Secretary of Republic Mortgage Loans, Inc., a Florida corporation, do hereby amend its Articles of Incorporation as follows:

ARTICLE VIII

The initial directors shall be changed from:

President/Director
Carlos Valdes
9445 Bird Road Suite 201
Miami, Fl 33165

&

Secretary/Director
Jorge Jaffe
9445 Bird Road Suite 201
Miami, Fl 33165

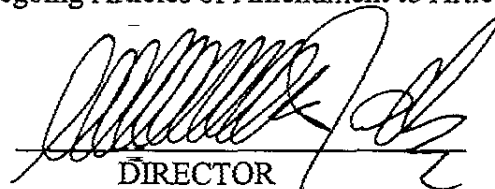
To

President/Secretary/Director
Jorge Jaffe
9445 Bird Road Suite 201
Miami, Fl 33165

The date of adoption was October 24, 2002

The number of votes cast for the amendment by shareholders' were sufficient for approval. In all other respects, the Articles of Incorporation shall remain unchanged.

The undersigned, being the stockholder and director of Republic Mortgage Loans, Inc., a Florida corporation, acting pursuant to Section 607, 134, 607, 181 (3) and 607, 394 of the Florida Status, do hereby manifest his intention that the foregoing Articles of Amendment to Articles of Incorporation be Adopted according to its terms.



DIRECTOR

Jorge Jaffe Pres. Sec. Dir.

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