

PO10000648445

Lopez & Kelly, P.A.
Attorneys at Law

AL R. LOPEZ, JR.
MARK P. KELLY
ROBERT W. BIBLE, JR.

SUITE 500
4600 WEST CYPRESS STREET
TAMPA, FLORIDA 33607
(813) 289-3400
FAX: 287-5775

June 20, 2001

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000004437030--2
-06/22/01--01044--022
****175.00 *****43.75

Re: Articles of Amendments to the Articles of Incorporation

Dear Sir/Madam:

Enclosed please find for filing, as soon as possible, an original and one copy of each of the Articles of Amendment to the Articles of Incorporation for the following corporations:

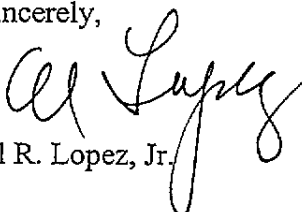
1. Network Real Estate Alliance, Inc.
2. Realworks Mortgage, Inc.
3. Peoples Title Services, Inc.
4. Realworks, Inc.

Please note that I will need a certified copy of each of the Articles of Amendment and enclose an extra copy of each of the Amendments for certification and return to my office.

Also enclosed is my firm's check #2279 payable to the Florida Division of Corporations for the filing fees and certified copy of each of the Amendments in the total amount of \$175.00.

Should you have any questions or require any additional information regarding the above, please do not hesitate to give me a call. Thank you for your attention to this matter.

Sincerely,


Al R. Lopez, Jr.

ARL,Jr./aig
Encls.

cc: Ms. Cynthia C. Daft and Ms. Tanya Traviesa

Amend

V SHEPARD JUN 28 2001

FILED STATE
SECRETARY OF CORPORATIONS
01 JUN 22 PM 12:06
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION

OF

REALWORKS MORTGAGE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 22 PM 12:06

1. The name of this Corporation is **REALWORKS MORTGAGE, INC.**
2. Article IV of the Articles of Incorporation of **REALWORKS MORTGAGE, INC.**, which was filed on May 15, 2001, as Document #P01000048445, is hereby amended by deleting said Article IV in its entirety and replacing it with new Article IV to read as follows:

Article IV
Capital Stock

Section 1. Classes: The maximum number of shares of capital stock which this Corporation is authorized to have outstanding at any time shall consist of seven thousand five hundred (7,500) shares of common voting stock having a par value of \$1.00 per share ("Class A Shares"), and one thousand five hundred (1,500) shares of common non-voting stock having a par value of \$1.00 per share ("Class B Shares"), each being payable in lawful money of the United States of America or in property, promissory notes or services, at a just valuation to be fixed by the Board of Directors of this Corporation. Each class of the capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

Section 2. Relative Rights of Classes: The relative rights, privileges, preferences and limitations of the Class A Shares and Class B Shares (including all rights to dividend distributions and distributions of net assets upon the dissolution and liquidation of the Corporation) shall in all respects be identical, share for share, except that the voting rights and powers for the election of directors and for all other purposes for which shareholder vote is required or appropriately given shall be vested exclusively in the holders of the Class A Shares (common voting stock) and, except as otherwise required by law, the holders of the Class B Shares (common non-voting stock) shall not have any voting rights or powers nor be entitled to receive any notice of meetings of shareholders.

3. All shares of common stock issued and outstanding prior to the adoption of this Amendment shall be classified as Class A Shares (common voting stock).

4. The foregoing amendment was unanimously approved and adopted by the Shareholders and Board of Directors of this Corporation on the 8th day of June, 2001.


5. The number of votes cast for this Amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of Incorporation on this 8th day of June, 2001.


CYNTHIA C. DAFT
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of June, 2001, by CYNTHIA C. DAFT, as President of **REALWORKS MORTGAGE, INC.**, a Florida Corporation, on behalf of the Corporation. She is personally known to me or who has produced Florida Driver's License _____ as identification and who did/did not take an oath.


Notary Public - State of Florida
My Commission Expires:

