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BASIC AMENDMENT

CHALLENGE MORTGAGE, INC.

Certificate of Status	0
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CHALLENGE MORTGAGE, INC.

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:

ARTICLE VII Board of Directors

This Corporation shall have One director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

Name and Address Philip Poulos 28870 US Highway 19 N Suite 208 Clearwater, FL 33761

The Adoption of Amendment(s) was/were adopted by the board of directors on December 6, 2001 without shareholder action and shareholder action was not required.

Signed on December 6, 2001.

Signature Philip Poulos, President/Director