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A LIMITED LIABILITY PARTNERSHIP

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August 2, 2002

VIA FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

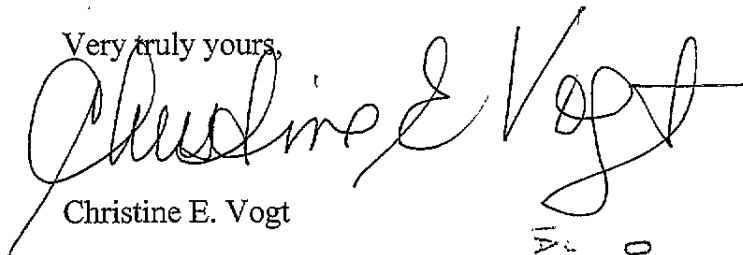
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find the documents to amend the officers and directors on file with your office for AmeriFirst Realty Group, Inc., AmeriFirst Capital Corp., and AmeriFirst Financial Group, Inc. I have also enclosed three (3) checks in the amount of \$35 to cover the filing fees.

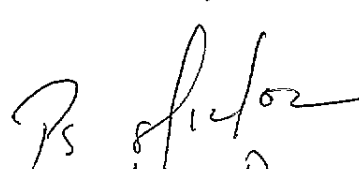
Please contact me immediately at 404-954-7564 with any questions.

Very truly yours,

  
Christine E. Vogt

cc: William T. Watts, Jr.

FILED  
02 AUG -5 PM 3:09  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AMERIFIRST REALTY GROUP, INC.

FILED

02 AUG -5 PM 3:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, AmeriFirst Realty Group, Inc. (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Article VI has been amended in its entirety to read as follows:

"VI.

[REMOVED AND RESERVED]."

**SECOND:** This amendment was adopted on August 1, 2002 by the sole Director of the Corporation. Shareholder action was not required.

**IN WITNESS WHEREOF,** the undersigned has executed these Articles of Amendment on this 1 day of Aug, 2002.

  
\_\_\_\_\_  
John Tooke  
Director