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BASIC AMENDMENT

PORTFOLIO ACQUISITIONS CANADA INC.

Certificate of Status	0
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Amendment
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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
PORTFOLIO ACQUISITIONS CANADA INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, **Portfolio Acquisitions Canada Inc.**, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is:

Portfolio Acquisitions Canada Inc.

SECOND: The definition of "Loan Documents" contained in Article 11, Definitions, of the Corporation's Articles of Incorporation is amended in its entirety as follows:

"'Loan Documents' mean that certain Master Loan Agreement among the Corporation, Varde PMC, Inc., as Lender, PACI and other parties signatories thereto, and all documents and agreements related thereto or executed in connection therewith, as amended, restated, supplemented and/or modified from time to time."

THIRD: The foregoing amendment to the Corporation's Articles of Incorporation was adopted by the shareholders of the Corporation pursuant to Section 607.1003(6) on June 26, 2002. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, undersigned officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation this 26th day of June, 2002.

PORTFOLIO ACQUISITIONS CANADA
INC., a Florida corporation

By: _____

Andrew L. Szemcenyi, President