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Fax Number : (850)205-0380

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Account Name : MIDLAND ENTERPRISES, INC./PA ASSOCIATES
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BASIC AMENDMENT
CAPITAL FINANCIAL CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
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Amendment
2/6/03 2/5/2003

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CAPITAL FINANCIAL CORPORATION**

FILED
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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(s) adopted:

Article VI: Board of Directors: Directors are amended to note the resignation of Lisa Rose as Director and President. Directors are amended to note the election of Michael Milam as Director and President. The name and the address of the Corporation's Director is:

Name:	Address
Michael Milam	4701 N Federal Hwy #380, Lighthouse Point FL 33064

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Amendment to the Subscribers - Shall be amended to reflect the changes in the shareholding and shall be as follows:

Name	Address	Shares	%
Michael Milam	4701 N Federal Hwy #380, Lighthouse Point FL 33064,		

10090

THIRD: The date of each amendment's adoption: October 15, 2002

FOURTH: Adoption of Amendment(s):

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/ere approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

- X The amendments were approved by the board of Directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day of 10-15, 2002

A handwritten signature in cursive script, appearing to read "Lisa Rose", is written over a horizontal line.

Signature

Lisa Rose

Chairman of the Board of Directors,