

Division of Corporations

Page 1 of 2

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DIVISION OF CORPORATIONS

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BASIC AMENDMENT**HOMELENDERS, INC.**

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Amend

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HOMELENDERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, HOMELENDERS, INC., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by deleting the existing Articles 5 & 6 and inserting the following in its stead:

ARTICLE 5

The officers of the Corporation shall be:

President: RICHARD RUBLE
Secretary: RICHARD RUBLE

whose address shall be the same as the principal office of the Corporation.

ARTICLE 6

The sole director of the Corporation shall be:

RICHARD RUBLE

whose address shall be the same as the principal office of the Corporation.

Preparer:

Ricardo Bajandas

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FAX AUDIT NUMBER H02000191482 7

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Date of Adoption

The amendment was adopted on the 3rd day of September, 2002.

Manner of Adoption

The amendment was adopted by written consent of the shareholders of the corporation with a sufficient number of votes to carry such an action as in accordance with the Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Amendment on this 3rd day of September, 2002.



Director and Chairman
Richard Ruble

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