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BASIC AMENDMENT
BLACKACRE MORTGAGE CORP.

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6/29/09
Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLACKACRE MORTGAGE CORP.
Document Number: P02000134912**

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Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment to its Articles of Incorporation:

Amendments Adopted:

ARTICLE VII BOARD OF DIRECTORS is amended by deleting it in its entirety and replacing it with the following:

This corporation shall have one (1) to five (5) directors, as determined by the board. The initial directors shall be:

Andrew Lockwood
Pearl Lockwood

This amendment was adopted as of April 1, 2004, effective on the same date.

This amendment was approved by unanimous consent of the shareholders on April 1, 2004.

Signed this 25th day of June 2004.



Andrew Lockwood
Director

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