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AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: June 5, 2003

ORDER TIME: 1:48 PM

ORDER NO. : 120294-005

CUSTOMER NO: 7170239

CUSTOMER: Linda Topping, Paralegal

Richard H. Langley, Esq

700 Almond Street

Clermont, FL 34712

DOMESTIC AMENDMENT FILING

NAME: GEM OF THE HILLS MORTGAGES,

INC.

EFFECTIVE DATE:

_ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

AMENDMENT TO ARTICLES OF INCORPORATION OF SECRETARY OF STATE GEM OF THE HILLS MORTGAGES, INCALLAHASSEE. FLORIDA

FILED

The Articles of Incorporation of GEM OF THE HILLS MORTGAGES, INC., are hereby amended as follows:

1. Article VIII is hereby added as follows:

ARTICLE VIII

The names and addresses of the Director(s) are:

NAME

ADDRESS

LISA NYHUIS

913 Cumberland Circle Clermont, FL 34711

The foregoing amendment was adopted by the shareholders of this Corporation on May 30, 2003, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary executed this Amendment this June 3, 2003.

GEM OF THE HILLS MORTGAGES, INC.

Lisa Nyhuis, Secretary