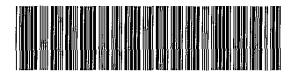
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Courier



April 12, 2004

Capital Connection, Inc. 417 E. Virginia Street Suite 1
Tallahassee, FL 32301

SUBJECT: TITLECO FRANCHISE INTERNATIONAL CORP.

Ref. Number: P03000072733

We have received your document for TITLECO FRANCHISE INTERNATIONAL CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey Document Specialist

' Metro

Letter Number: 604A000235

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF TITLECO FRANCHISE INTERNATIONAL CORI

Article One of the articles of incorporation of TitleCo Franchise International Corp. was amended by the corporation's board of directors on April 7, 2004. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

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- 1. The name of the corporation is TitleCo Franchise International Corp..
- 2. Article One of the articles of incorporation of TitleCo Franchise International Corp. was amended as follows:

THE NAME OF THE CORPORATION IS CHANGED TO TITLECO MANAGEMENT CORP.

"The Corporation is authorized to issue 100 shares of Preferred Stock. The board of directors is authorized to provide for the issuance of such Preferred Stock in classes and, by filing the appropriate articles of amendment with the Secretary of State of Florida, is authorized to establish the number of shares to be included in each class and the preferences, limitations, and relative rights of each class.

"Of these shares of Preferred Stock, 100 shall be designated as Class 'A' 100% Preferred Stock. The Class 'A' Preferred Stock shall pay a dividend of 100% per annum, payable quarterly, which shall be cumulative and payable before any dividends shall be paid on the Corporation's Common Stock."

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on April 7, 2004.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on April 7, 2004.

Andrew Pormock, Director

GENERAL AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

PERSONALLY came and appeared before me, the undersigned Notary, the within named Andrew A. Ponnock, who is a resident of Broward County, State of Florida, and makes this his statement and General Affidavit upon oath and affirmation of belief and personal knowledge that the following matters, facts and things set forth are true and correct to the best of his knowledge:

That I am the President and sole shareholder of Titleco Management, Inc.

That Titleco Management, Inc was dissolved.

4. That this corporation Titleco Management, Inc. will not reinstate in the future.

Andrew A. Ponnock

Sworn and Subscribed before me on this day 10th of 110y 2004.

Denniter Chance Printed Notary Signature

My Commission Expires: Quy. 28,2005