

PD3000156539

(Requestor's Name)

ERIK C. LARSEN, P.A.
243 W. Park Ave., Ste. 201
Winter Park, FL 32789

(City/State/Zip/Phone #)

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407-647-2011
(Business Entity Name)

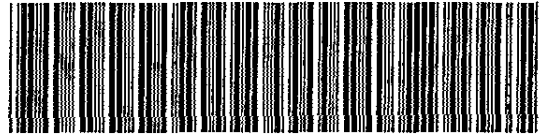
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**AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

The undersigned President of Midland Capital Management, Inc., a Florida corporation, document number P03000156539, hereby certifies that the following action was taken upon the unanimous written action of the Board of Directors and the unanimous written action of the shareholders of the corporation on January 1, 2004, in lieu of holding meetings thereon:

The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of this corporation is:

MIDLAND CAPITAL MORTGAGE INC.

ARTICLE II. PURPOSE

This corporation is organized for the following purposes:

To engage in any and all lawful business for which a corporation may be incorporated under the laws of Florida.

ARTICLE III. CORPORATE EXISTENCE

This corporation shall commence existence upon January 1, 2004, and shall have perpetual existence.

ARTICLE IV. PRINCIPAL OFFICE

The address of the principal place of business of the corporation is:

2306 Winter Woods Blvd.
Suite 1008
Winter Park, FL 32792-1938

ARTICLE V. REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and the registered address of the corporation are:

Aimee Austin
2306 Winter Woods Blvd.
Suite 1008
Winter Park, FL 32792-1938

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ARTICLE VI. OFFICERS

The corporation shall have the following officers initially, which may be changed by the Board of Directors or by the shareholders at any time:

President	Aimee Austin
Treasurer	Aimee Austin
Secretary	April Austin

ARTICLE VII. AUTHORIZED CAPITAL

The corporation is authorized to issue One Thousand (1,000) shares of common stock, which shall be fully paid and non-assessable.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall have a Board of Directors. The number of directors may be either increased or diminished from time to time by the shareholders at any duly called and constituted meeting. The name and addresses of the initial directors of this corporation are:

Aimee Austin
2306 Winter Woods Blvd.
Suite 1008
Winter Park, FL 32792-1938

ARTICLE IX. CUMULATIVE VOTING FOR DIRECTORS

Each shareholder is entitled to cumulate his votes for the directors of the corporation. He is entitled to multiply the number of votes he is entitled to cast by the number of directors for whom he is entitled to vote and to cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE X. PREEMPTIVE RIGHTS

The corporation shall have preemptive rights. Each shareholder of the corporation shall have a preemptive right to acquire proportional amounts of the corporation's unissued shares upon the decision of the board of directors to issue them. In such event, the board of directors shall prescribe uniform terms and conditions in order to provide a fair and reasonable opportunity to exercise this right.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the Bylaws or by agreement of the shareholders.

ARTICLE XIII. AMENDMENT

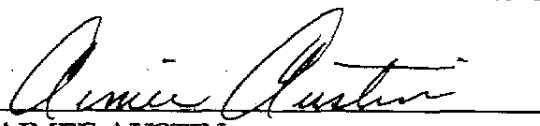
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator of the Corporation are:

Aimee Austin
2306 Winter Woods Blvd.
Suite 1008
Winter Park, FL 32792-1938

IN WITNESS WHEREOF, the undersigned President of Midland Capital Management, Inc. has affixed his/her signature to this Amendment and Restatement of Articles of Incorporation this 9th day of January, 2004.


AIMEE AUSTIN