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From:

Account Name : PRATS, FERNANDEZ & CO.

Account Number : I19980000078 Phone : (305)444-8333

Fax Number : (305)444-8334

A JUN 17 PH P: 32

BASIC AMENDMENT

UNION MORTGAGE FINANCIAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	

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4/29/04

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNION MORTGAGE FINANCIAL CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE III

The principal office of the corporation shall be located at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE VI

This corporation shall designate Gabriel Prats with offices located at 2121 Ponce de Leon Blvd., Suite 240, Coral Gables, FL 33134, as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Gabriel Prats

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ARTICLE VII

The name and post office address of the officers and the members of the Board of Directors who shall hold office of the Corporation until the successors are elected of appointed and has qualified is as follows:

BOARD OF DIRECTORS

Ivan Sherman
Director
2121 Ponce de Leon Blvd., Suite 240
Coral Gables, FL 33134

OFFICERS

Ivan Sherman
President, Secretary & Treasurer

2121 Ponce de Leon Blvd., Suite 240 Coral Gables, FL 33134

ARTICLE IX

The mailing address will be at 2121 Ponce de Leon Blvd., Suite #240 Coral Gables, FL 33134.

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There being no further business, the amendments were adopted by the director, with no shareholder action required and not member action or consideration executed on this 26th day of May of 2004.

Luis Fernando Peralta

Director