

# PO4000148326

Florida Department of State  
Division of Corporations  
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Fax Number : (850) 205-0380

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

0150-32253

## BASIC AMENDMENT

### FAMILY AMERICA MORTGAGE GROUP INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Dept of State



**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

November 30, 2004

**FAMILY AMERICA MORTGAGE GROUP INC.**  
2937 SW 27TH AVENUE, SUITE 104  
COCONUT GROVE, FL 33133

**SUBJECT: FAMILY AMERICA MORTGAGE GROUP INC.**  
**REF: F04000148326**

**PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

**Teresa Brown**  
Document Specialist

**FAX Aud. #: H04000236168**  
**Letter Number: 504A00067153**

**PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAMILY AMERICA MORTGAGE GROUP INC.**

Original Articles of Incorporation  
filed with the Florida Secretary of State  
on October 27, 2004

FILED  
01 NOV 30 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is Family America Mortgage Group Inc. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 2937 SW 27<sup>th</sup> Avenue, Suite 104, Coconut Grove, FL 33133.

**ARTICLE III**

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 2937 SW 27<sup>th</sup> Avenue, Suite 104, Coconut Grove, FL 33133 and the name of its initial registered agent at such office is Gary Zawadzki.

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**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE VII**

The name of the Incorporator is Empire Corporate Kit of America, Inc. and the address of the Incorporator is 2444 NW 7<sup>th</sup> Place, Miami, Florida 33127.

**ARTICLE VIII**

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation this 29<sup>th</sup> of November, 2004.

**FAMILY AMERICA MORTGAGE  
GROUP INC.**

By: \_\_\_\_\_

  
Gary Zawadzki, President

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**CERTIFICATE  
REGARDING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FAMILY AMERICA MORTGAGE GROUP INC.**

FAMILY AMERICA MORTGAGE GROUP INC., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act (the "Act") for the purpose of filing its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida, that:

1. The Corporation's Amended and Restated Articles of Incorporation attached hereto (the "Restated Articles") contain certain amendments to the Corporation's Articles of Incorporation.
2. The Restated Articles contain certain amendments to the Corporation's Articles of Incorporation which were adopted by the Board of Directors without shareholder action and shareholder action was not required, and the Restated Articles were adopted and approved on November, 29, 2004 by the Corporation's Board of Directors pursuant to a written consent, effective as of November, 29, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of November, 29, 2004.

**FAMILY AMERICA MORTGAGE  
GROUP INC.**

By:   
Name: Gary Zampetti  
Title: President

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