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REAL MORTGAGE SYSTEMS, INC.

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Amey Restated

**AMENDMENT NO. 2
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REAL MORTGAGE SYSTEMS, INC.**

07-28-20 PM 2:39
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Real Mortgage Systems, Inc., a Florida corporation (the "Corporation") organized and existing under the Florida Business Corporations Act Chapter 607, Florida Statutes (2005), as amended ("FBCA") hereby certifies as follows:

1. On September 15, 2005, Articles of Incorporation for the Corporation were filed with the Secretary of State of the State of Florida. The Corporation was assigned document number P05000127693.

2. On August 2, 2006, Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida.

3. On September 28, 2006, Amendment No. 1 to Amended and Restated Articles of Incorporation were filed with the Secretary of State of the State of Florida.

4. The Amended and Restated Articles of Incorporation of the Corporation, as amended, authorized the issuance of 20,000,000 shares of capital stock of which 4,000,000 shares were voting common stock, par value \$.0001 per share ("Voting Common Stock"), and 6,000,000 shares were non-voting common stock, par value \$.0001 per share ("Non-voting Common Stock" and collectively with the Voting Common Stock shall be referred to as the "Common Stock") and 10,000,000 shares of preferred stock, par value \$.0001 per share, of which 1,000,000 shares were designated as "8% Series A Cumulative Convertible Preferred Stock" (the "Series A Preferred Stock") and 9,000,000 shares are available for issuance and designation by the Board (the "Authorized Preferred Stock" and collectively with the Series A Preferred Stock the "Preferred Stock").

4. The Board, pursuant to the authority expressly vested in it pursuant to the Amended and Restated Articles of Incorporation, adopted a resolution to increase the authorized shares of Common Stock as provided herein.

Pursuant to the FBCA the following is adopted as Amendment No. 2 to the Amended and Restated Articles of Incorporation of the Corporation:

Article V Section 1 of the Amended and Restated Articles of Incorporation of the Corporation is amended and restated in its entirety to read as follows:

**ARTICLE V
CAPITAL STOCK**

1. Authorized Capital. The Corporation shall have authority to issue 30,000,000 shares of capital stock of which 10,000,000 shares shall be voting common stock, par value \$.0001 per share ("Voting Common Stock"), 10,000,000 shares shall be non-voting common stock, par value \$.0001 per share ("Non-voting Common Stock" and collectively with the Voting Common Stock shall be referred to as the "Common Stock") and 10,000,000 shares shall be preferred stock, par value \$.0001 per share, of which 1,000,000 shares shall be designated as "8% Series A Cumulative Convertible Preferred Stock" with the rights and preferences provided herein (the "Series A Preferred Stock") and 9,000,000 shares shall be available for issuance and

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designation by the Board as provided herein (the "Authorized Preferred Stock" and collectively with the Series A Preferred Stock the "Preferred Stock").

IN WITNESS WHEREOF, this Amendment No. 2 to Amended and Restated Articles of Incorporation of Real Mortgage Systems, Inc. have been duly adopted by the Board of Directors of this corporation and have been duly executed as the act and deed of this corporation by its Secretary thereunto duly authorized this 19th day of February 2007.

REAL MORTGAGE SYSTEMS, INC.



By: _____
Name: Kim D. Thorpe
Title: Corporate Secretary