

P93000D61901

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January 24, 2001

Florida Secretary of State  
Division of Corporations  
Amendment Section  
409 East Gaines Street  
Tallahassee, Florida 32399

*Via Federal Express*

Re: Mortgage.com, Inc.  
Our File No. 00-2794

Gentlemen:

Enclosed for filing is the Articles of Amendment to Articles of Incorporation of Mortgage.com, Inc.  
(Changing Corporate Name to MDCM Holdings, Inc.).

We have also enclosed our check in the amount of \$35.00 for the filing fee.

Thank you for your attention to this matter.

Very truly yours,

*Candis Trusty*

Candis Trusty

CT/imc  
Enclosures

cc: Jerry Markowitz, Esquire  
Mr. Lewis B. Freeman  
Mr. Dan Stermer

NC  
1-30-01  
DMS

FILED  
01 JAN 25 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MORTGAGE.com, INC.  
(Changing Corporate Name to MDCM Holdings, Inc.)**

**FILED**

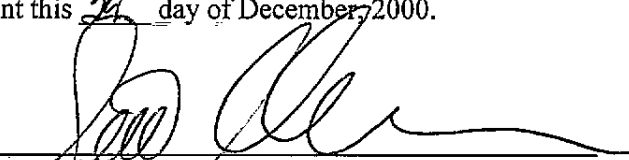
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1003 and 607.1006, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of Mortgage.com, Inc., a Florida corporation, incorporated September 3, 1993 and assigned document number P93000061901, be and they hereby are amended in the following particulars:

1. The name of the corporation is Mortgage.com, Inc.
2. Article 1, Section 1.1 is hereby amended to read in its entirety as follows:
  - (a) Section 1.1 Name. The name of the corporation is MDCM Holdings, Inc. (the "Corporation").
3. The foregoing amendment was approved by unanimous written consent of the Board of Directors of the Corporation effective November 30, 2000 and approved by written consent of holders of a majority of the Corporation's outstanding common stock on December 21, 2000. The only voting group entitled to vote on the amendment was the holders of the Corporation's common stock and the number of votes cast by such voting group was sufficient for approval by that group.

IN WITNESS WHEREOF, the undersigned President and Chief Executive Officer of this corporation has executed these Articles of Amendment this 21 day of December, 2000.

  
Seth S. Werner, President and Chief Executive  
Officer