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SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

54 S.W. BOCA RATON BOULEVARD  
BOCA RATON, FL 33432-4708

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AND NEW YORK  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA  
AND PENNSYLVANIA

March 12, 1997

VIA CERTIFIED MAIL

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

300002114293--7  
-03/14/97-01118-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: U.S. MORTGAGE DEPOT CORP., INC.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to The Articles of Incorporation for the above-referenced corporation, as well as our law firm's check in the amount of \$35.00 for filing same. We have been advised that there will be no additional filing charge for the increase in number of shares of dollar par stock value. I have enclosed a self-addressed stamped envelope for your convenience in returning the document. Thank you in advance and please call should you have any questions.

Very truly yours,

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.

By: Claudia Liberman  
Claudia L. Liberman, Legal Assistant

/cll  
Enclosures

FAWS2000\DOCUMENT\CLAUDIA\GOLD\SEC-ST.LTR

FILED  
97 APR 24 PM 12:14  
TALLAHASSEE, FLORIDA  
STATE

4/1  
Amend



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1997

SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.  
ATTN: CLAUDIA L. LIBERMAN  
54 S.W. BOCA RATON BLVD.  
BOCA RATON, FL 33432-4708

SUBJECT: U.S. MORTGAGE DEPOT CORP.  
Ref. Number: P94000001292

We have received your document for U.S. MORTGAGE DEPOT CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The current name of the entity is as referenced above. Please correct your document accordingly.

Your document indicates that you are amending Article I of the Articles of Incorporation to change the number of shares; Article I of your Articles of Incorporation contains the corporation name, the Article number you should be amending is Article IV --- 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 (904) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 297A00013342

*revised  
amendment  
enclosed*

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION  
FOR  
U.S.MORTGAGE DEPOT CORP.**

**FILED**

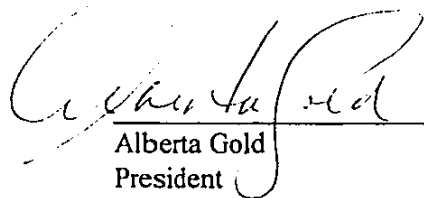
97 MAR 24 PM 12:14

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

At a duly noticed and conducted meeting of the Shareholders and Directors of U.S. MORTGAGE DEPOT CORP. ~~INC.~~ held on March 7, 1997, it was resolved that Article<sup>IV</sup> of the Articles of Incorporation be amended to reflect the amount of shares of dollar par value stock from five hundred (500) shares to three thousand (3,000) shares.

The business of this Corporation is to conduct a mortgage brokerage business.

Dated: March 7, 1997

  
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Alberta Gold  
President