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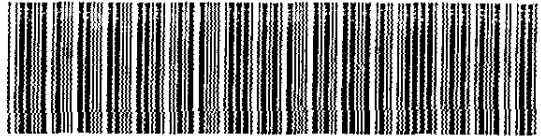
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April 22, 2003
File No.: 2360-0100

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Articles of Amendment for Republic Trust & Mortgage, Inc.

To Whom It May Concern:

Enclosed please find the signed original and one signed copy of the Articles of Amendment of the above named Corporation. We have also enclosed a check in the amount of \$35.00 for the filing fees of the Articles of Amendment. Please mail me the copy of the Articles of Amendment with the appropriate stamped information in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to call us.

Very truly yours,

O'CONNOR & ASSOCIATES



Patrick M. O'Connor

PMO/psb
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REPUBLIC TRUST & MORTGAGE, INC.**

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

FIRST: The name of the corporation is REPUBLIC TRUST & MORTGAGE, INC.

SECOND: Amendments adopted:

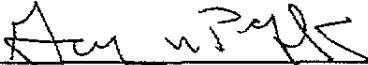
ARTICLE V
Capital Stock

The total number of shares of stock which the corporation is authorized to issue is Ten Million (10,000,000) of voting common stock with a par value for each share of one cent (\$0.001) amounting to One Hundred Dollars (\$100.00) in the aggregate and Ten Million (10,000,000) of non-voting common stock having a par value of one cent (\$0.001) amounting to One Hundred Dollars (\$100.00) in the aggregate. The voting and non-voting shares shall have identical rights and share equally in all distribution of profits, assets, dividends, earnings and such other distributions along with sharing equally as to any and all liquidation rights. Furthermore the voting and non-voting stock shall be deemed to be of the same class of stock.

THIRD: The date of the above amendments adoption is APRIL 17, 2003.

FOURTH: Adoption of the above stated amendments was unanimously approved by the shareholders and directors. The number of votes cast in favor of the amendment by both the shareholders and directors was sufficient for approval of said amendment.

Signed this 17th day of APRIL, 2003.



GARY PAJAK, President/Director