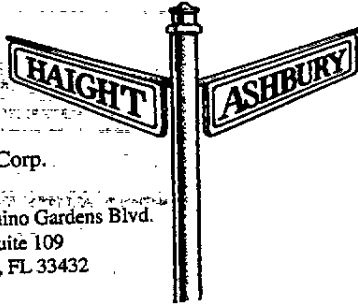


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Requestor's Name _____



Mortgage Corp.

398 W. Camino Gardens Blvd.

Plaza V Suite 109
Boca Raton, FL 33432

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TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-02/03/98--01074--008
*****35.00 *****35.00

VS FEB 4 1998

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HAIGHT-ASHBURY MORTGAGE CORP.

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

FIRST: Amendment adopted: Article III Capital Stock

Currently reads: "The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$100 par value per share."

Is Amended to: "The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having \$.01 par value per share."

SECOND: The provisions for the exchange, reclassification and cancellation of issued shares will be as follows:

1. Current shareholders will return the issued shares to the corporation by signing the reverse of the stock certificates.
2. The corporation will cancel the shares.
3. The corporation will reissue the new shares in a pro-rata distribution to the original shareholders of the corporation, so as not to dilute the ownership of any shareholder.

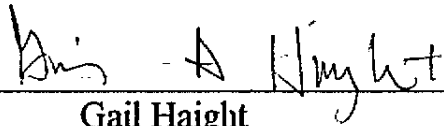
THIRD: The date of the adoption of the amendment's is January 1st, 1998

FOURTH: Adoption of Amendment:

The amendment was approved by the shareholders.
The number of votes cast for the amendment was
sufficient for approval.

Signed this 31st Day of December, 1997.

Signature

A handwritten signature in cursive script, appearing to read "Gail Haight", written over a horizontal line.

Gail Haight
President