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From: Account Name : PEREZ, BEHAR & ASSOCIATES, INC.
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Fax Number : (305) 949-6652

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BASIC AMENDMENT
AMERICAN CAPITAL MORTGAGE CORP.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN CAPITAL MORTGAGE, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

ARTICLE V

The number of directors constituting its Board of Directors shall be 3 whose name and address are:

Jose Antonio Espinoza
1050 Coral Ridge Drive Apt. 102
Coral Springs, FL. 33071
President

Daniel David Espinoza
137 NW 95th Lane
Coral Springs, FL. 33071
Vice President

Elizabeth Espinoza
8025 NW 41st Court
Sunrise, FL. 33351
Secretary/Treasurer

The date of adoption of this amendment was the 8th of February of 1999.

Prepared by:

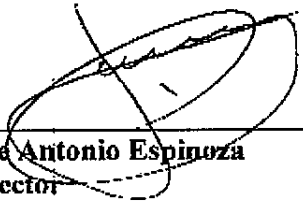
Perez Behar & Associates
14730 NE. 10th Ave.
North Miami, FL 33161

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H99000003220 3

The amendment were adopted by the board of directors without shareholder action and shareholder action was not required.

These articles will become effective upon filing with the office of the Secretary of State of the State of Florida.



Jose Antonio Espinoza
Director

2-8-99
Date

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