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BASIC AMENDMENT
AMERICAN CAPITAL MORTGAGE CORP.

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

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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 15%

Daniel David Espinoza
137 NW 95th Lane
Coral Springs, FL. 33071
Vice President 15%

Elizabeth Espinoza
8025 NW 41st Court
Sunrise, FL. 33351
Secretary/Treasurer 70%

The date of adoption of this amendment was the 17th of February of 1999.

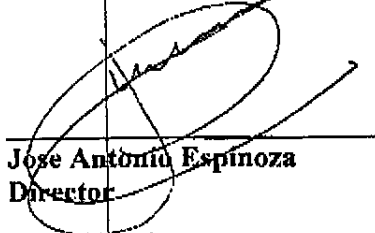
Prepared by:
Perez, Behar & Assoc., Inc.
14730 N.E. 10th Avenue
N. Miami, FL 33161
305-949-4738.

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The amendment were adopted by the board of directors without shareholder action and sharcholder 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

2-18-99
Date

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