

JOSEPH BRIEN, P.A.

P960000003298

October 23, 1998

DIVISION OF CORP. -Amendments
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32301

RE: SOUTHERN FINANCE AND DEVELOPMENT BANKING CORP.

200002682182-5
-11/06/98-01056-005-5
*****44.75 *****44.75

Dear Division of Incorporations:

Enclosed please find Articles of Amendment for **SOUTHERN FINANCE AND DEVELOPMENT BANKING CORP.**, along with a check in the amount of \$44.75 for filing fee and certified copies.

Also enclosed is a photocopy of the Articles. Please return this to me with the filing date stamped on it in the enclosed self-addressed, stamped envelope.

Thank you.

Sincerely,



Joseph Brien
Attorney At Law

98 NOV -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Joseph Brien GAVE
AUTHORIZATION BY FLONIC
CORRECT NAME OF CORP
DATE 11-10
11 AM TPB

AM DEB 11-10

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SOUTHERN FINANCE & DEVELOPMENT BANKING, CORPORATION
(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VII is hereby amended.

The amount of shares authorized shall be amended from 10,000 to 10,000,000

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All stocks currently issued shall be replaced with new shares pro rata

THIRD: The date of each amendment's adoption: October 20, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

FILED
98 NOV -6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

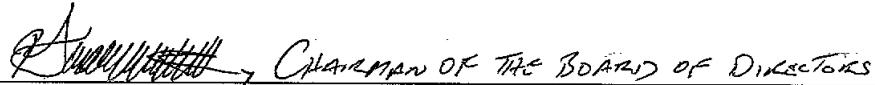
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23 day of October, 19 98.

Signature



Baldwin Smith Chairman of the Board of Directors

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Baldwin Smith

Typed or printed name

Director

Title