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December 1, 1998

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Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: First American Capital Mortgage Corporation

Dear Sir or Madam:

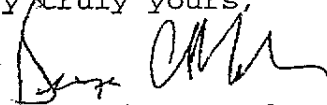
Please file the enclosed Amendment to the Articles of Incorporation of First American Capital Mortgage Corporation for which I have enclosed my check in the amount of \$87.50 representing \$35.00 for the filing fee and \$52.50 for a certified copy. You will find an additional copy enclosed with this letter for certification which I request that you return to me at the above address after filing.

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-12/04/98--01037--006

\*\*\*\*\*87.50 \*\*\*\*\*43.75

Very truly yours,



George C. McLarry

GCM/htm  
Enclosures

Amend.  
12-10-98  
CC

# Articles Of Amendment OF

FIRST AMERICAN CAPITAL MORTGAGE CORPORATION

**PURSUANT TO** Florida Statutes Chapter 607, the Articles of Incorporation of the above named corporation are amended as follows:

1. Article III is amended to read as follows:

## **ARTICLE III** **CAPITAL STOCK**

### **Authority to Issue Shares**

The corporation is authorized to issue two classes of shares to be designated respectively Class A and Class B, all common. The number of Class A shares authorized is 300,000, with a par value of \$0.10 per share and the number of Class B shares authorized is 100,000 with a par value of \$0.10 per share.

### **Dividends**

The Class A shares and the Class B shares shall be entitled to dividends if and when declared by the board of directors out of any funds legally available therefor and shall be made equally, share for share, to all outstanding shares, Class A and Class B, as if there was only one class of shares.

### **Liquidation Preferences**

On any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of Class A shares shall receive the sum of \$1.00 per share, plus accrued and unpaid dividends, if any, before any amount shall be paid to the holders of the Class B shares. After payment to the holders of the Class A shares as aforesaid, the remaining of the assets shall be distributed equally to all outstanding shares, Class A and Class B, as if there was only one class of shares. In the event that the assets of the corporation are insufficient to permit full payment to the Class A shareholders as provided herein, then such assets shall be distributed ratably among the outstanding Class A shares and no distribution shall be made to the Class B shareholders. A merger of the corporation with or into any other corporation or a sale of all or substantially all of the assets of the corporation shall not be deemed a liquidation, dissolution or winding up of the corporation within the meaning of this article unless so determined by a two-thirds (2/3) vote of the outstanding shares of the corporation with voting rights.

### **Preemptive Rights**

The shareholders of the corporation shall have no preemptive rights to subscribe to or purchase any shares of any class of capital stock of the corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Cumulative Voting

No shares of the company enjoying voting rights shall be entitled to cumulative voting.

2. The foregoing Amendment was adopted on November 24, 1998, by written consent of all of the directors and shareholders entitled to vote on the Amendment, in accordance with Florida Statutes Chapter 607.

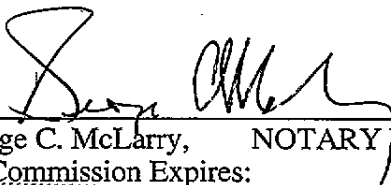
**IN WITNESS WHEREOF** we the undersigned have executed these Articles of Amendment on this 24th day of November, 1998.

  
\_\_\_\_\_  
Bill Negron  
President and Sole Director

STATE OF FLORIDA     )  
                                  )   § §  
COUNTY OF ORANGE   )

The foregoing instrument was acknowledged before me on this 24th day of November, 1998, by BILL NEGRON, President and Sole Director, of FIRST AMERICAN CAPITAL MORTGAGE CORPORATION, a Florida Corporation, on behalf of the Corporation.

**IN WITNESS WHEREOF** I hereby set my hand and seal.

  
\_\_\_\_\_  
George C. McLarry,     NOTARY PUBLIC  
My Commission Expires:  
