

P96000043015

Law Office

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November 6, 1997

Ms. Susan Paine
Department of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Lincoln Loan Company, a Florida Corporation:
Document No. P96000043015**

Dear Sir/Madam:

Pursuant to your telephone message regarding the above referenced company, please find enclosed check number 14564 in the amount of \$35.00 for the fee for the Amended and Restated Articles of Incorporation. As a reminder, please return to me a certificate of status regarding the corporation.

If you need any further information, please do not hesitate to call me. Thank you.

Very truly yours,

ALEXANDER I. TACHMES, P.A.


Alexander I. Tachmes

Enc.

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DIVISION OF CORPORATIONS
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LINCOLN LOAN COMPANY**

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of LINCOLN LOAN COMPANY, a Florida corporation (the "Corporation"), are hereby amended and restated (the "Amended and Restated Articles") to read in their entirety as follows:

ARTICLE I. - NAME OF CORPORATION

The name of the Corporation shall be LINCOLN LOAN COMPANY.

ARTICLE II. - MAILING ADDRESS

The mailing address of the Corporation is 301 Arthur Godfrey Road, Miami Beach, Florida 33140.

ARTICLE III. - DURATION

The Corporation shall have perpetual existence.

ARTICLE IV. - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and the Florida Business Corporation Act.

ARTICLE V. - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred (500) shares, each having a par value of \$1.00 per share.

The following is a statement of the designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof, in respect of the capital stock of the Corporation: Except as otherwise required by law, the holders of the capital stock shall be entitled to one vote per share on all matters upon which holders of shares of the capital stock shall be entitled to vote. There shall be no cumulative voting of the capital stock of the Corporation.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 777 Arthur Godfrey Road, 2nd Floor, Miami Beach, Florida 33140, and the name of the Corporation's initial registered agent at that address is Alexander I. Tachmes.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of the Corporation shall consist initially of one (1) member, the exact number of directors to be fixed from time to time pursuant to the Bylaws of the Corporation.

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the holders of Common Stock, except that the Board of Directors may not amend or repeal any Bylaw adopted by the holders of Common Stock if the holders of Common Stock specifically provide that the Bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX - AMENDMENT TO ARTICLES

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Amended and Restated Articles were adopted by means of a unanimous written consent of the Shareholders of the Corporation and a unanimous written consent of the Board of Directors of the Corporation, both dated as of October 28, 1997, in accordance with the terms of Sections 607.0704 and 607.0821, respectively, of the Florida Statutes.

LINCOLN LOAN COMPANY

By: 

Arthur H. Courshon, President


**CERTIFICATE TO ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF LINCOLN LOAN COMPANY**

The undersigned, Arthur H. Courshon, President of LINCOLN LOAN COMPANY, a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The Board of Directors of the Corporation recommend, by unanimous written consent dated October 28, 1997, to the shareholders of the Corporation that they approve and adopt the attached Amended and Restated Articles of Incorporation of the Corporation.
2. In accordance with Sections 607.1003 and 607.1007 of the Florida Statutes, the shareholders of the Corporation approve, by unanimous written consent dated October 28, 1997 in accordance with Section 607.0704 of the Florida Statutes, the amendment and restatement of the Corporation's Articles of Incorporation as attached hereto. The number of votes cast for the amendment by the shareholders was sufficient for such approval.
3. The attached Amended and Restated Articles of Incorporation of the Corporation contain amendments to the articles requiring shareholder approval.
4. Arthur H. Courshon, as President of the Corporation, has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Department of State of Florida for filing in accordance with Section 607.1007, Florida Statutes.

LINCOLN LOAN COMPANY

By: _____


Arthur H. Courshon, President