

# P96000060142



ACCOUNT NO. : 072100000032

REFERENCE : 355540 7128743

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 6, 1997

ORDER TIME : 9:55 AM

ORDER NO. : 355540-005

CUSTOMER NO: 7128743

CUSTOMER: Mr. Michael N. Motto Jr.  
The Home Equity Group, Inc.  
Suite 134  
1111 Federal Highway  
Stuart, FL 34994

7000002168087--4  
-05/06/97--01108--023  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

DOMESTIC AMENDMENT FILING

NAME: THE HOME EQUITY GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 MAY -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*3/6*  
*gdy*  
*Name Change*  
*C.V.*  
RECEIVED  
97 MAY -6 AM 10:58  
DIVISION OF CORPORATION

AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
THE HOME EQUITY GROUP, INC.

FILED

7 MAY -6 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on July 18, 1996, and assigned Charter Number P96000060142, are hereby amended pursuant to a written consent in lieu of meeting executed by the holder of all of the Corporation's Common Stock and all of the Corporation's Sole Director on May 5, 1997, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is GATEWAY AFFILIATED COMPANIES, INC.

III

There presently exists only one (1) shareholder of the issued and outstanding shares of the Corporation, the Corporation shall exchange the certificate of the said shareholder for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

IV

This Amendment to the Articles of Incorporation was adopted by the sole shareholder and director on May 5, 1997.

V

The undersigned, being the President and Secretary of THE HOME EQUITY GROUP, INC., hereby certifies that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on May 5, 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on May 5, 1997.

By: Michael N. Motto, Jr.  
Michael N. Motto, Jr.,  
President and Secretary

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 5th day of May, 1997, by Michael N. Motto, Jr., President and Secretary, of THE HOME EQUITY GROUP, INC., on behalf of the Corporation, who is personally known to me.

Elizabeth A. Motto  
[Printed Name] Elizabeth A. Motto  
Notary Public, State of Florida

My Commission Expires:

(SEAL)



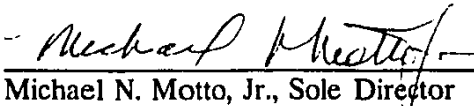
Elizabeth A. Motto  
My Commission CC604283  
Expires November 26, 2000

**WRITTEN CONSENT OF THE SOLE STOCKHOLDER  
AND DIRECTOR OF  
THE HOME EQUITY GROUP, INC.  
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the sole director and stockholder of THE HOME EQUITY GROUP, INC., in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of May 5, 1997, does hereby waive the necessity of a meeting and does hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to change its name to GATEWAY AFFILIATED COMPANIES, INC.; now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to GATEWAY AFFILIATED COMPANIES, INC., that the President/Secretary of the Corporation is hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President/Secretary of the Corporation is authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions.

  
\_\_\_\_\_  
Michael N. Motto, Jr., Sole Director  
and Stockholder