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Mortgage Corporation

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OFFICE OF COMPTROLLER DEPARTMENT OF BANKING AND FINANCE STATE OF FLORIDA TALLAHASSEE 32399-0350

December 20, 1996

Mr. Donald J. Albanese, CEO Pan Am Mortgage Corporation 2701 North Rocky Point Drive Suite 1000 Tampa, FL 33607

Dear Mr. Albanese:

Re: "Pan Am Mortgage Corp. - Mortgage Bankers"

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name in your literature using the terminology "Mortgage Bankers" being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
Suite 636, The Fletcher Building
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations 70 marks of Secretary of State's Office

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pan Am Mortgage Corp.

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)

Name change to:

Pan Am Mortgage Bankers, INC.

(see letter attached)

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:

THIRD:	The date of each amendment's adoption: 1-16-97
FOURTE	: Adoption of Amendment(s) (CHECK ONE)
Æ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. 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"
t	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ç	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this day
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Donald T. Albanes e Typed or printed name
	Pres.