

P96000089556

LAW OFFICE OF
BRIAN W. PARISER, P.A.
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November 30, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/03/98--01046--003
*****35.00 *****35.00

RE: Name Change - On-Line Property Management, Inc. to
Powerhouse Mortgage, Inc.

Gentlemen:

Enclosed please find an original plus one copy of Certificate of Amendment to Articles of Incorporation and Minutes of Special Meeting of Stockholders to Amend Charter, together with this Law Firm's check in the amount of \$35.00 for the filing fee. Please process the name change and return one copy of both documents to the undersigned stamped "filed" for our records.

Thank you for your cooperation.

Very truly yours,


BRIAN W. PARISER
For the Firm

BWP\met
Enclosures
cc: Mr. Brett Matthews

NC
12-11-98
BWS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION
OF ON-LINE PROPERTY MANAGEMENT, INC.**

On-Line Property Management, Inc., a Florida corporation bearing Charter Number P96000089556, under its corporate seal and the hands of its President and Secretary, Brett Matthews, hereby certifies that:

The Board of Directors of said corporation at a meeting called and held on November 30, 1998, adopted the following Resolution:

ARTICLE I - CORPORATE NAME:

Be it resolved that the name of the corporation shall be changed from On-Line Property Management, Inc. to:

Powerhouse Mortgage, Inc.

The meeting of the stockholders of the corporation called by the Board of Directors as aforesaid, was held on November 30, 1998, and at said special meeting of the stockholders, said amendment to the Certificate of Incorporation was duly adopted by the unanimous vote of all the stockholders.

IN WITNESS WHEREOF said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this the 30 day of November, 1998.

ON-LINE PROPERTY MANAGEMENT, INC.

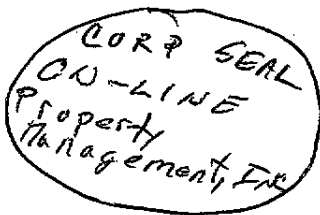
By: [Signature]
President -
Brett Matthews

Attest: [Signature]
Secretary -
Brett Matthews

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -3 AM 11:43

FILED



STATE OF FLORIDA }
COUNTY OF Broward } SS.
MIAMI-DADE

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, BRETT MATTHEWS, President of ON-LINE PROPERTY MANAGEMENT, INC., a Florida corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

The foregoing instrument was acknowledged before me this 30 day of November, 1998, by BRETT MATTHEWS, as President of ON-LINE PROPERTY MANAGEMENT, INC., a Florida corporation, who is personally known to me or produced _____ as identification.

My commission expires:

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BRIAN W. PARISER NOTARY PUBLIC
MY COMMISSION # CC442559 EXPIRES May 1, 1999
STATE OF FLORIDA AT LARGE (SEAL)
BONDED THRU TROY FAIR INSURANCE, INC.

**MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS TO AMEND CHARTER**

The Stockholders met at the offices of On-Line Property Management, Inc., at 6002 Miramar Parkway, Miramar, Florida 33023 on the 30 day of November, 1998, at 10:00 A.M., pursuant to the following waiver of notice and call:

I, the undersigned, being the only Stockholder of On-Line Property Management, Inc., do hereby waive notice and call of the special meeting of the stockholders to be held at 6002 Miramar Parkway, Miramar, Broward County, Florida on the 30 day of November, 1998, for the purposes of considering an amendment to the Certificate of Incorporation proposed by the Board of Directors, and such other and further business as may properly come before the meeting, hereby consenting to the transaction thereof.

Witness my hand and seal at Pembroke Pines, Broward County, Florida this 30 day of November, 1998.


BRETT MATTHEWS

All stockholders were present with Brett Matthews, President, presiding and as Secretary.

The President stated that the purpose of the meeting was to consider an amendment of the Certificate of Incorporation proposed by the Board of Directors pursuant to a resolution adopted at a special meeting held on November 30, 1998 at 10:15 a.m., viz:

Be it resolved that the Board deems it advisable and hereby declares it to be advisable that Article I of the Certificate of


Incorporation be emended, changed, and altered to read as follows:

ARTICLE I: NAME - The name of this corporation shall be changed from On-Line Property Management, Inc. to Powerhouse Mortgage, Inc.

The President thereupon called for a vote upon said amendment, and upon the canvassing of the votes it appeared that all the stockholders voted in favor of the amendment, and it was declared to have been adopted, and upon motion duly made, seconded, and unanimously carried, it was decided for the corporation to make under its corporate seal and the hands of the President and Secretary a Certificate accordingly and for the President to duly execute and acknowledge such Certificate before an Officer authorized by laws of Florida to take acknowledgments of deeds and for such Certificate so executed and acknowledged to be filed in the office of the Secretary of State, in and for the State of Florida.

There being no further business, the meeting upon motion duly made, seconded and carried, was adjourned.



President

Secretary

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