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OFFICE USE ONLY (Document #)			
LAZARUS CORPORATE FILING SER (Requestor's Name)	VICE, INC.		
3320 S.W. 87th AVENUE	The second secon	000	
(Address) MIAMI, FLORIDA (305)552-5	973		*****35.00 *****35.00
(City, State, Zip) (Phone	*		
LOCAL REPRESENTATIVE TALLAHA	SOCE }	OFFICE USE ONLY	
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v	AMENDA	AENTS	
NEW FILINGS	Amendment		
Profit		R.A., Officer/Director	and
NonProfit	Resignation of Change of Regi		
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## ARTICLES OF AMENDMENT

TO

## ARTICLES OF INCORPORATION

 $\mathbf{OF}$ 

MORTGAGE CAPITAL USA, INC.

(present name)
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:
FIRST: Amendment(s) adopted: (indicate anicle number(s) being amended, added or deleted)  ARTICLE III. ADD: Rodolfo A. Rodriguez aug.  REGISTER AGENT DEFETE: ARTURO REDRIGUEZ aug.  REGISTER AGENT (1998- CORP./ANNHAL REPORT.  ARTICLE III. DEFETE: ARTURO Rodriera aug.  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:
FOURTH: Adoption of Amendment(s) (check one)
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
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 .
approval by (voting group)

(continued)

By X R. F. My	
(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
(A director or incorporator if adopted by the directors or incorporators)	
Rodal FO A. Rodriguez	
(Typed or printed name)	
PRESIDENT.	•
(Title)	
Pursuant to the provisions of sections 607.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized	
undow the laws of Florida, submits the IOLLOWING Statements	S ho
in designating the registered office/registerd agent, in the State of Florida.	
State of Florida.	O TUE
1- The name of the corporation is: Mortgage Capital USA	H TNC
2- The name and address of the registered agent & office is	S
_ , /	• 1
Rodolfo A. Rodeigusz	+ . =
9260 SW. 149 St.	20 to 1
MiAMI, FL. 33196	<b>.</b>
$\frac{-\gamma\eta\eta\eta\eta\eta}{-\gamma}$ , $\rho \sim \frac{32\gamma\gamma}{2}$ and $\frac{32\gamma\gamma}{2}$	- # ' ½
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVIC	E
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE	-
DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOIN	∤*± == 7

MENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES,

AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY

POSITION AS REGISTERED AGENT.

SIGNATURE

· MAX ,19, 98

Signed this \_\_\_\_\_\_ day of