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Corporate Offices
Ryan Marketing Group, Inc.
A Florida corporation

1941 Southeast 51st Terrace; Ocala, Florida 34471

Telephone: (352) 694-9182

Fax: (352) 694-9178 E-mail: wacalvo3@mercury.net

Ryan D. Chamberlin
President

Joseph Castellanos
Vice President

G. Richard Chamberlin, Esquire
Secretary & General Counsel

September 23, 1998

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*****35.00 *****35.00

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: *Amendments to Articles of Incorporation of Ryan Marketing Group, Inc.*

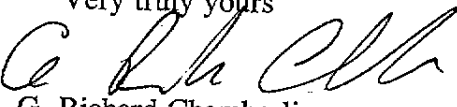
Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A letter from the Southeast Companies, Inc., a Florida corporation which has registered the fictitious name "Southern Capital Group" with your department, authorizing Ryan Marketing Group, Inc., to use the name "Southern Capital Group, Inc."
- (c) A check in the amount of \$35 covering the costs of filing the articles of amendment.

If you have any questions or comments, please contact the undersigned.

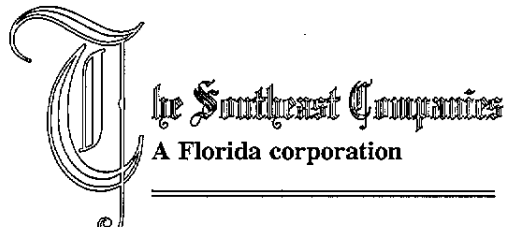
Very truly yours


G. Richard Chamberlin
Secretary & General Counsel

Amended
FILED
98 OCT -5 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL OCT 5 1998

Administrative Offices



Cyndi N. Calvo
President & Chief Executive Officer

David W. Owens
Vice President, Chief Operating Officer

Vanessa H. Mitchem
Secretary, Treasurer & Chief Administrative Officer

*1941 Southeast 51st Terrace
Ocala, Florida 34471*

*Telephones (352) 694-9182 (352) 368-6525
Mobile Numbers (352) 895-3051
(352) 895-0452
Fax Number (352) 694-9178
E-Mail wacalvo3@praxis.net*

September 23, 1998

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: *Change of name of Ryan Marketing Group, Inc.*

Gentlemen:

This corporation has registered the fictitious name "Southern Capital Group" with the State of Florida and a division of this corporation does business as a licensed mortgage broker under such name. Ryan marketing Group, Inc., a Florida corporation with which this corporation is affiliated through partial commonality of ownership has requested this corporation's permission to use the corporate name "Southern Capital Group, Inc.", in conjunction with its non-mortgage related finance business and by this letter, we consent to such use.

Very truly yours

The Southeast Companies, Inc.

Cyndi N. Calvo
Cyndi N. Calvo
President

Copies: G. Richard Chamberlin, Esquire
Ryan Marketing Group, Inc.



Articles of Amendment to Articles of Incorporation

of
Ryan Marketing Group, Inc.

FILED
98 OCT -5 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

WITNESSETH:

First:

Amendments adopted:

- 1.1 Article I is hereby amended by changing the name of this Corporation from "Ryan Marketing Group, Inc." to "Southern Capital Group, Inc.." As amended, Article I will henceforth read as follows:

ARTICLE I
NAME

The name of the Corporation is:

"Southern Capital Group, Inc.."

- 1.2 The following article is hereby added:

ARTICLE XII
ORGANIZATION BY DIVISIONS

The Corporation shall be organized into a series of divisions, the characteristics, organization and authority of which shall be designated from time to time by the Board of Directors, each operating under its own fictitious name and with its own set of officers, each of whom shall report directly to the Corporation's chief executive officer.

Second:

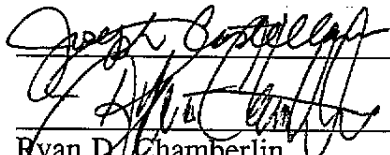
The date of each amendment adopted is: September 23, 1998.

Third: **Adoption of Amendments:**

The amendments were adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

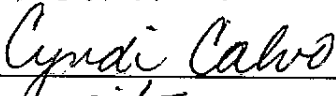
IN WITNESS WHEREOF, I have subscribed my name this 24th day of September, 1998.

*Signed, Sealed & Delivered
In Our Presence*



Ryan D. Chamberlin
President



Witness


Witness

Ryan Marketing Group, Inc.
Consent in Lieu of Special Meeting

THE UNDERSIGNED, being all of the stockholders and members of the Board of Directors of **Ryan Marketing Group, Inc.** (the "Corporation"), pursuant to authority granted under Florida Statutes Sections 607.0704 and .0821, hereby take the following actions and adopt the following resolutions:

WITNESSETH:

1. **RESOLVED**, that this Corporation's articles of incorporation be amended, as follows:
 - 1.1 Article I is hereby amended by changing the name of this Corporation from "Ryan Marketing Group, Inc." to "Southern Capital Group, Inc.." As amended, Article I will henceforth read as follows:

ARTICLE I
NAME

The name of the Corporation is:

"Southern Capital Group, Inc.."

- 1.2 The following article is hereby added:

ARTICLE XII
ORGANIZATION BY DIVISIONS

The Corporation shall be organized into a series of divisions, the characteristics, organization and authority of which shall be designated from time to time by the Board of Directors, each operating under its own fictitious name and with its own set of officers, each of whom shall report directly to the Corporation's chief executive officer.

2. **RESOLVED**, that the Officers of this Corporation are hereby authorized, empowered and directed to take all actions on behalf of the Corporation necessary or desirable to effect the foregoing.

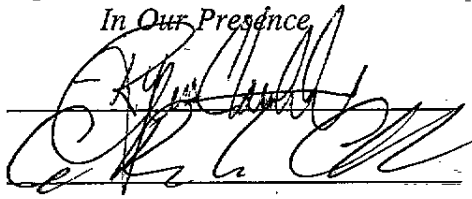
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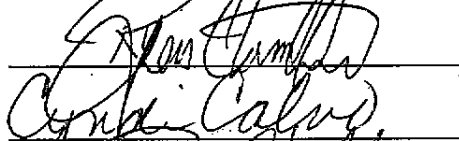
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DONE, effective as of the 24th day of September, 1998.

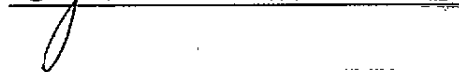
Signed, Sealed and Delivered
In Our Presence,



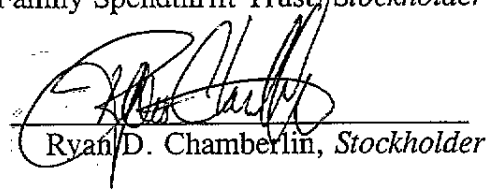
Cyndi Calvo



Cyndi Calvo



Cyndi N. Calvo, Trustee for the
Calvo Family Spendthrift Trust, Stockholder



Ryan D. Chamberlin, Stockholder



Joseph Castellanos, Stockholder



G. Richard Chamberlin, Stockholder