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AUBREY L. TALBURT - (RETIRED)
J. FRANK BRADLEY - (1926-1990)

Reply to: Ft. Lauderdale Office
Direct Line: (954) 713-2305

December 24, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
ATTN: Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399
410-0377jcr

200002383442--5
-12/26/97--01073--005
*****96.25 *****96.25

Re: NATIONAL MORTGAGE OUTLET, INC. - amendment of name to STATEWIDE MORTGAGE
OUTLET, INC.

Gentlemen and ladies:

Enclosed please find the following:

1. Original Articles of Amendment of NATIONAL MORTGAGE OUTLET, INC. to be filed and a copy of same to be certified and returned to this office;
2. Original Written Consent of Directors and Shareholder of National Mortgage Outlet, Inc. (relating to such Articles of Amendment)
3. Our check in the amount of \$96.25 to cover the cost of the filing the Articles of Amendment, obtaining a certified copy of the filed Articles of Amendment and a Good Standing Certificate for the corporation under its new name.

Thank you for your prompt attention to this matter and please call me directly if you have any questions or require any further documentation.

Sincerely,

Jane C. Rankin
For the Firm

✓
Corporate
Linda
pages 3

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97 DEC 26 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
97 DEC 26 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
NATIONAL MORTGAGE OUTLET, INC.

FILED
97 DEC 26 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Pursuant to Florida Statutes Section 601.1006, the Articles of Incorporation of the above-named Corporation are hereby amended as follows:

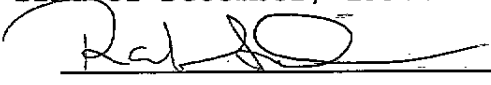
" Article I. Identification is hereby amended as follows:

The name of the corporation is STATEWIDE MORTGAGE OUTLET, INC. and the principal office is located at 10811 N.W. 21st Court, Sunrise, FL 33322. The mailing address of the corporation is P.O. Box 590301, Fort Lauderdale, FL 33359-0301

2. The foregoing amendment was adopted on December 22, 1997 and was approved by a Written Consent of the sole Director and Shareholder of the corporation.

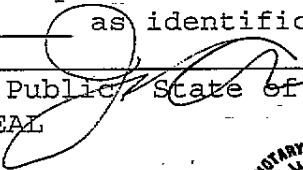
3. The Written Consent of Directors and Shareholders evidenced a unanimous vote for the adoption of the foregoing amendments by all Directors and all common stockholders, which are the only voting group of shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Amendment at Broward County, Florida, for the uses and purposes aforesaid this 22nd of December, 1997.


Robert S. Stott, President and
Sole Director

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

The foregoing instrument was acknowledged before me this 22 day of December, 1997, by Robert S. Stott as President and sole Director, on behalf of the corporation. He is personally known to me or provided n/a as identification.


Notary Public, State of Florida

SEAL



JANE C RANKIN
My Commission GC443820
Expires Mar. 07, 1999
Bonded by HAI
800-422-1555

WRITTEN CONSENT OF
DIRECTORS AND SHAREHOLDERS
OF
NATIONAL MORTGAGE OUTLET, INC.

Pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, the undersigned, being the sole Director and Shareholder of NATIONAL MORTGAGE OUTLET, INC., a Florida corporation ("Corporation"), hereby take and adopt the following actions in writing, in lieu of a formal annual meeting therefor, and all statutory and bylaw requirements pertaining to the time, manner and place of same, as well as all notice requirements relating thereto, are hereby waived:

1. Articles of Amendment

WHEREAS, the sole shareholder and Director desires to amend the Articles of Incorporation to specify the new name of the Corporation.

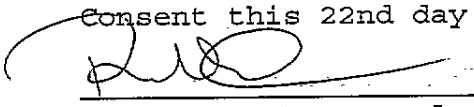
NOW, THEREFORE, BE IT

RESOLVED, That the Board of Directors and Shareholders have authorized the Director to execute Articles of Amendment setting forth the following amendment:

" Article I. Identification is hereby amended as follows:

The name of the corporation is STATEWIDE MORTGAGE OUTLET, INC. and the principal office is located at 10811 N.W. 21st Court, Sunrise, FL 33322. The mailing address of the corporation is P.O. Box 590301, Fort Lauderdale, FL 33359-0301

IN WITNESS WHEREOF, the undersigned have executed this Written Consent this 22nd day of December, 1997.


Robert S. Stott, sole
Shareholder and sole Director

