

Law Offices Of
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P98000006012

July 30, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

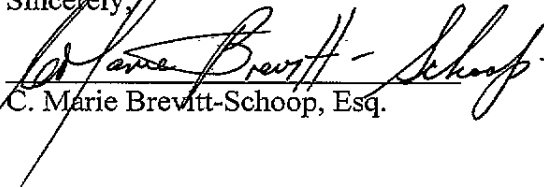
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Dear Sir/Madam:

Enclosed please find Amendment to Articles of Incorporation for SOUTHBANC
MORTGAGE & FINANCE CORP.

If you have any questions, please call me at (305) 653-6959.

Sincerely,


C. Marie Brevitt-Schoop, Esq.

Amard
8-11-99
BHS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
SOUTHBANC MORTGAGE & FINANCE CORP.**

Pursuant to the provision of Chapter 607, Florida Statutes the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation files.

FIRST: The names of the directors of the corporation are amended as follows.

FROM: - PRESIDENT	DANIEL LOUIS	35%
- VICE PRES.	KELLY LOUIS	35%
- TREASURER	FRANCIS PHILPART	15%
- SECRETARY	STEVEN W. JOHNSON	15%
TO: - PRESIDENT	MATHIEU LOUIS JR.	35%
- VICE PRES.	STEVEN W. JOHNSON	35%
- TREASURER	DANIEL LOUIS	10%
- SECRETARY	JOCELYNE JOHNSON	20%

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CLERK OF STATE
TALLAHASSEE, FLORIDA

SECOND: The amendment was adopted by the Board of Directors on the 20th day of July, 1999 with the full consent and unanimous approval of all shareholders entitled to vote.

THIRD: The amendment was adopted by the shareholders on the 20th day of July 1999.

SOUTHBANC MORTGAGE & FINANCE CORP.

BY: _____

President

Vice-president

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgment in the state and County set forth above, personally appeared MATHIEU LOUIS JR. and STEVEN JOHNSON who are personally known to me or who produced DRIVER LICENSE as identification executed the foregoing Articles of Amendment to Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my