

P98000002 3563



FILED
JUL 31 PM 1:19
DEPT. OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 911979 90382A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 31, 1998

ORDER TIME : 10:46 AM

ORDER NO. : 911979-005

CUSTOMER NO: 90382A

CUSTOMER: Laura E. Ahlers, Legal Asst
Elliot S. Shaw, P.a.
Centurion Plaza, Suite 403
1601 Forum Place
West Palm Beach, FL 33401

Name Change Amend
600002604426--7
-07/31/98-01086-014
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

Correct P

NAME: WHITEHALL FINANCIAL &
INVESTMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

RECEIVED
98 JUL 31 PM 12:12
DIVISION OF CORPORATION

00524 8/7/98
**00789, 02545, 00672*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

98 AUG -6 PM 2:47

DIVISION OF CORPORATION

RESUBMIT

Please give original
submission date as file date.

August 4, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.
Ref. Number: P98000023563

We have received your document for WHITEHALL FINANCIAL & INVESTMENT GROUP, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The new name that you have chosen is also unavailable.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 698A00040809



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

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If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 898A00040405

RESUBMIT
Please give original
submission date as file date.

RECEIVED
98 AUG -4 PM 2:46
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WHITEHALL FINANCIAL & INVESTMENT GROUP, INC.

FILED
98 JUL 31 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

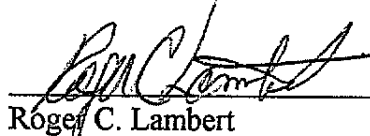
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Pursuant to Resolutions adopted by the Shareholders on July 13, 1998, Article I of the Articles of Incorporation shall be amended to reflect that the name of the Corporation shall be changed from Whitehall Financial & Investment Group, Inc. to First Cambridge Mortgage Corp. effective immediately.

SECOND: The amendment was approved by the shareholders and directors. The number of votes cast for the amendment were sufficient for approval.

Signed this 30 day of July, 1998.



Roger C. Lambert
Chairman of the Board of Directors and President