

P98000043358



ACCOUNT NO. : 072100000032

REFERENCE : 120450 82917A

AUTHORIZATION : *Patricia P. Smith*

COST LIMIT : \$ 35.00

ORDER DATE : February 2, 1999

ORDER TIME : 11:36 AM

ORDER NO. : 120450-005

200002762162--0

CUSTOMER NO: 82917A

CUSTOMER: Shirley Smith, Legal Asst  
Law Offices Of Maynard J.  
1100 Ponce De Leon Boulevard

Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: AMERI-CAP MORTGAGE GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS: *See 2/2*

FILED  
99 FEB -2 PM 3:48  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

FILED  
99 FEB -2 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF AMERI-CAP MORTGAGE GROUP, INC.

THE UNDERSIGNED, President of AMERI-CAP MORTGAGE GROUP, INC., certifies that the following Amendment to the Articles of Incorporation of AMERI-CAP MORTGAGE GROUP, INC., have been adopted and unanimously approved by the Board of Directors and Shareholders of the above-named corporation:

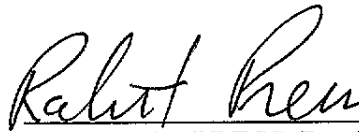
ARTICLE IV

CAPITAL STOCK

1. COMMON STOCK: The maximum number of shares of common stock which this Corporation is authorized to have outstanding at any one time is one million shares of common stock, each share having .01 par value.

2. CLASS A PREFERRED STOCK: The maximum number of Class A Preferred Shares of stock which this Corporation is authorized to have outstanding at anyone time is one million shares of Class A Preferred Stock, each Share having \$1.00 par value.

IN WITNESS WHEREOF, the undersigned does hereunto place his hand and seal this 10th day of December, 1998.



ROBERT D. PRESS, President

ATTEST:

  
MAYNARD J. HELLMAN, Secretary

STATE OF FLORIDA     )  
COUNTY OF DADE     )

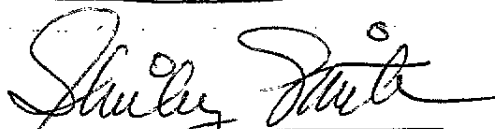
The foregoing instrument was acknowledged before me this 10th day of December, 1998 by ROBERT D. PRESS, President of AMERI-CAP MORTGAGE GROUP., INC., a Florida corporation, by and on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA     )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 10th day of December, 1998 by MAYNARD J. HELLMAN, Secretary of AMERI-CAP MORTGAGE GROUP., INC., a Florida corporation, by and on behalf of said corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida

My Commission Expires:

F:\WPDOCS\FINANTRA\AMERICAP\NAMECH.AOI