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BASIC AMENDMENT

MILLENNIUM MORTGAGE GROUP, INC.

Certificate of Status	0
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Amendment
9-30-98
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FAX AUDIT NUMBER H98000018169

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
MILLENNIUM MORTGAGE GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Millennium Mortgage Group, Inc., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by adding Article VIII.

ARTICLE VIII

The Corporation's Board of Directors shall consist of no fewer than one person, the exact number to be either increased or diminished from time to time in accordance with the By-Laws.

The name and address of the first Director who shall serve until the first annual meeting of the shareholders or until his successor is elected and qualified shall be:

Daniel Scaramellino

783 St. Albans Drive
Boca Raton, Florida 33486

Date of Adoption

The amendment was adopted on the 30th day of September, 1998.

Preparer:

Robert N. Allen, Jr.

Allen & Galego **(fictitious name filed for registered agent)**

601 Brickell Key Drive, Suite 805

Miami, Florida 33131

Ph. (305) 372-3300

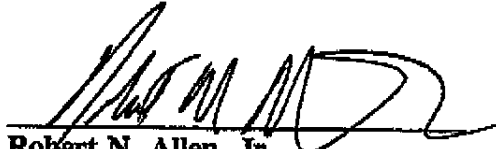
FL BAR NO. 0329576

FAX AUDIT NUMBER H98000018169

FAX AUDIT NUMBER H98000018169**Manner of Adoption**

The amendment was adopted by written consent of the Incorporator prior to the issuance of any shares in accordance with Section 607.1006(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Amendment on this 30th day of September, 1998.


Robert N. Allen, Jr.
Incorporator and Sole Subscriber**Preparer:**

Robert N. Allen, Jr.

Allen & Galego **** (fictitious name filed for registered agent) ****

601 Brickell Key Drive, Suite 805

Miami, Florida 33131

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