

CLIFTON H. RODRIQUEZ, C.P.A., P.A.
Certified Public Accountant & Management Consultant

Managing Director: Clifton Rodric

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September 22, 1999

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Karen Gibson

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-09/27/99--01001--001
*****35.00 *****35.00

Re: **City Trust Mortgage Corporation-P98000090323**

Dear Karen:

We would like to file the following articles of amendment on behalf of our client, **City Trust Mortgage Corporation**. This amendment to the articles is necessary since the shareholder(s) decided to amend certain article(s).

See the attached amendments for specific details. If you have any questions or concerns, do not hesitate to contact us at the above address.

Your cooperation and promptness in handling this matter would be greatly appreciated.

Yours very cordially,

CLIFTON H. RODRIQUEZ, C.P.A., P.A.

Clifton H. Rodriguez
Clifton H. Rodriguez, M.P.A., C.P.A., C.I.A.
Managing Director/C.E.O.

CORADAN MD
\$35

cc: Mr. Kingsly A. Brown
File

Enclosure(s)

CHR/tbr

FILED
99 SEP 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRG
9/24

ARTICLES OF AMENDMENT

of

City Trust Mortgage Corporation

We, Kingsly A. Brown, President/Chairman of the Board and registered agent City Trust Mortgage Corporation, a Florida Subchapter S Corporation, do hereby certify that a meeting of the shareholder(s) of said corporation, duly called and held in the City of Plantation, Florida on September 22nd, 1999, at which meeting a majority of the shareholder(s) were present in person or by proxy resolution(s) as hereinafter set forth were adopted by a majority vote of said shareholders. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Article IV is hereby amended to read as follows:

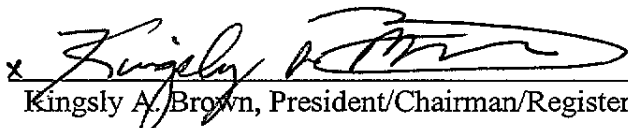
Article IV: Number of Shares Authorized

The number of common shares of stock that this corporation is authorized to have outstanding at any one time is:

One thousand (1,000)

The par value of the corporation common stock will be \$1.00. Kingsly A. Brown will own 74% of the outstanding shares, Arezell D. Burton will own 25%, and the remaining 1% will be owned by Constance B. Bradley. The existing shareholder(s) agree to offer the corporation the right to buy back or re-acquire, commonly referred to as "first refusal", any outstanding shares of common stock before those shares are offered as a gift or for consideration (i.e., money or any item of value) to an outsider (i.e., any person who was not an original subscriber or incorporator of the corporation). Two Thirds (66%) of the Board of Director(s) or two thirds (2/3) of the shareholders must approve the sale of or issuance as a gift fifty percent (50%) of the company's stock to an "outside" investor.

EXECUTED this 22 day of Sept., 1999


Kingsly A. Brown, President/Chairman/Registered Agent

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99 SEP 24 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)

: SS

COUNTY OF BROWARD)

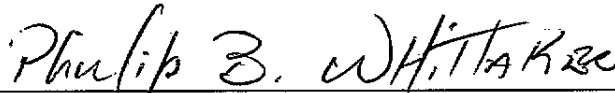
Personally appeared before me, the undersigned authority, Kingsly A. Brown who are known to me to be the person(s) who executed the foregoing articles of amendment of **City Trust Mortgage Corporation**, a Florida Subchapter S Corporation, and he acknowledged before me that he subscribed to these articles in good faith, for the purpose(s) and uses set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22 day of Sept., 1999.



Notary Public, State of Florida

My Commission Expires:



Printed Name

