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Corporate Offices
Southern Capital Group, Inc.
A Florida corporation

5410 Southeast 110th Street; Belleview, Florida 34420

Telephone: (352) 307-9060

Fax: (352) 347-9783 E-mail: ryanc@ez-tel.com

Cyndi Calvo
Chief Executive Officer

G. Richard Chamberlin, Esquire
President, Treasurer and General Counsel

Ryan D. Chamberlin
Senior Vice President & Chief Operating Officer

Vanessa H. Lindsey
Secretary

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 21, 2001

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re.: Amendments to Articles of Incorporation of Southern Capital Group, Inc.

Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A letter from the Southeast Companies, Inc., a Florida corporation which has registered the fictitious name "Southern Capital Group" with your department, withdrawing the use of the name "Southern Capital Group, Inc."
- (c) A check in the amount of \$35 covering the costs of filing the articles of amendment.

If you have any questions or comments, please contact the undersigned.

Very truly yours

Ryan D. Chamberlin

Senior Vice-President & Chief Operating Officer

NC Amend
12-13-01
PMS

A

Articles of Amendment to Articles of Incorporation

of
Southern Capital Group, Inc.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

WITNESSETH:

First: **Amendments adopted:**

- 1.1 Article I is hereby amended by changing the name of this Corporation from "Southern Capital Group, Inc." to "Freedom Investments, Inc." As amended, Article I will henceforth read as follows:

ARTICLE I
NAME

The name of the Corporation is:

"Freedom Investments, Inc."

- 1.2 The following article is hereby amended:

ARTICLE VI
REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 **Registered Office & Registered Agent**

The street address of the registered office of this Corporation is 5410 Southeast 110th Street; Belleview, Florida 34420, and the name of the registered agent of this Corporation at such address is Ryan D. Chamberlin.

6.2 **Principal Office & Mailing Address**

- (1) The Corporation's principal office and principal mailing address will be at 5410 Southeast 110th Street; Belleview, Florida 34420.
- (2) The Corporation's telephone number will be (352) 307-9060.

This instrument is the property of The Southeast Companies, Inc., a Florida corporation ("Southeast"), and has been licensed for use by Southern Capital Group, Inc., only for its own corporate governance purposes. No one may utilize this form or any derivations thereof without the prior written consent of Southeast.

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Second: The date of each amendment adopted is: November 21, 2001.

Third: Adoption of Amendments:

The amendments were adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name this 21st day of November, 2001.

*Signed, Sealed & Delivered
In Our Presence*

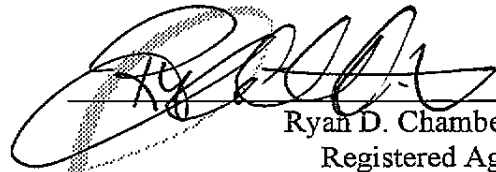
Vanessa Lindsey
Cyndi Calbo

Ryan D. Chamberlin
Ryan D. Chamberlin
Senior Vice-President and
Chief Operating Officer

REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

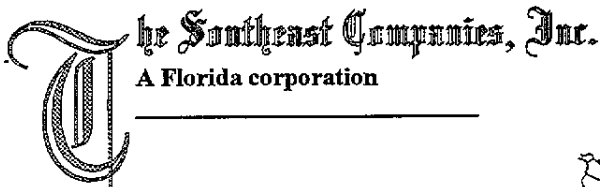
Having been named as registered agent to accept service of process for Freedom Investments, Inc. at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I hereby further agree to comply with the provisions of all statutes relating to the proposer performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

November 21, 2001


Ryan D. Chamberlin
Registered Agent

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TALLAHASSEE, FLORIDA

Administrative Offices



William A. Calvo, III
Chairman & Chief Executive Officer

Cyndi N. Calvo
Vice President & Chief Operating Officer

Vanessa H. Mitchem
Chief Administrative Officer



Operating Subsidiaries & Divisions

Southern Capital Group, Inc.
Southern Capital Group
The Liberty Group
Southeast Marketing & Promotions

Administrative Offices

1941 Southeast 51st Terrace
Ocala, Florida 34471
Telephone (352) 694-9179
Service (352) 368-6525
Mobile Number (352) 895-8464
Fax Number (352) 694-9178
E-Mail wacalvo3@atlantic.net

November 21, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: use of the name Southern Capital Group, Inc.

Gentleman:

This corporation has registered the fictitious name "Southern Capital Group" with the State of Florida and a division of this corporation does business as a licensed mortgage broker under such name. On January 6, 1999, the Southeast Companies, Inc. ("Southeast") released the name to Southern Capital Group, Inc. ("Southern"), a Florida corporation. Southeast hereby withdraws its consent to Southern for use of the name "Southern Capital Group". Southern has changed its name to Freedom Investments, Inc., see the attached articles of amendment.

Your assistance in this matter is greatly appreciated.

Sincerely,

Cyndi N. Calvo

A Diversified Investment, Consulting & Financial Services Company