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P99000071259

Also Admitted in New York

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*****35.00 *****35.00

February 10, 2000

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

Re: Amendment of Articles of Incorporation of KEY LENDERS, INC.

Dear Secretary of State:

Enclosed find original and a copy of the Amendment of the Articles of Incorporation of my client
KEY LENDERS, INC.

Also find enclosed a check payable to the Secretary of State in the amount of \$35.00 which represents the statutory filing fee.

Your assistance is appreciated.

Very truly yours,



Donald S. Goldrich

Enclosures

FILED
00 MAR 20 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99000071259
4/8/00
3-20-00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2000

DONALD GOLDRICH, P.A.
3200 N.E. 14TH STREET
POMPANO BEACH, FL 33062

SUBJECT: KEY LENDERS, INC.
Ref. Number: P99000071259

We have received your document for KEY LENDERS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 500A00011673

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KEY LENDERS, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: Article Number 5, the officers of the corporation, is hereby changed to : **President: Alan B. Winslow**
Vice President: Edward Topkin
Secretary: Alan B. Winslow
Treasurer: Edward Topkin

Article Number 6, the directors of the corporation, is hereby changed to: Alan B. Winslow and Edward Topkin.

Article Number 12, registered office and registered agent, is hereby changed to: Alan B. Winslow, 824 East Atlantic Avenue, Suite 8, Delray Beach, Florida 33483

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption is February 10, 2000.

FOURTH: Adoption of Amendment:

- _____ The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
- _____ The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- x The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- _____ The amendment was approved by the shareholders through voting groups. The number of votes cast for the amendment was sufficient for approval by

(voting group)

Signed this 10th day of February, 2000.

BY


Alan B. Winslow-President

FILED
00 MAR 20 PM 1 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT
OF AMENDED REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
KEY LENDERS, INC.**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in its Articles of Incorporation, at 824 East Atlantic Avenue, Suit 8, Delray Beach, Florida 33483, has named Alan B. Winslow, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


ALAN B. WINSLOW