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Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

First Union Building 980 Tyrone Boulevard

Post Office Box 41100

St. Petersburg, Florida 33743-1100

Tel: (727) 381-2300 Fax: (727) 343-4059

Anthony S. Battaglia

Howard P. Ross ‡

Aubrey O. Dicus, Jr.

Stephen J. Wein

Kelli Hanley Crabb

Brian P. Battaglia

Robert E. Jagger

Edwin B. Jagger

James C. Runyon

Randall C. Hiepe

Christian B. Anouge, II

Timothy W. Weber

Nicole E. Weiss

Maureen J. Anouge

‡ Board Certified Civil Trial and Business Litigation Lawyer

Larson & Larson, P.A.

Counsel for Intellectual Property

October 6, 1999

Florida Department of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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-10/11/99--01096--003

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

RE: First National Mortgage Company, Inc.

Our File No. 99402

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Amendment of the Articles of Incorporation. In addition, a check in the sum of \$35.00 is enclosed which represents the appropriate fee.

Filing fee for Amendment \$35.00

Please file the original of the enclosed and return a date stamped copy to the undersigned in the enclosed self addressed, postage paid envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Maureen J. Anouge

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 11 PM 2:05

Name Charge
hff

Lakeland

Tampa

St. Petersburg

10-20-99

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FIRST NATIONAL MORTGAGE COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 11 PM 2:05

* * * * *

Pursuant to Section 607.1006 of the
Florida Business Corporation Act

FIRST NATIONAL MORTGAGE COMPANY, INC., a corporation organized
and existing under the law of the State of Florida by virtue of the
Florida Business Corporation Act (hereinafter called the
"Corporation") DOES HEREBY CERTIFY that:

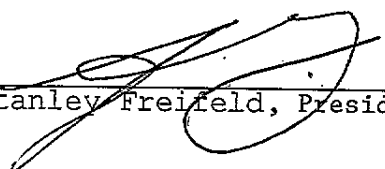
FIRST: Article I of the Articles of Incorporation of the
Corporation be, and it hereby is, amended to read as follows:

ARTICLE I

The name of the Corporation shall be "FIRST LENDERS, INC."

SECOND: This Amendment was duly adopted on the 6th day
of October, 1999, by unanimous written consent of the
Directors and Shareholders of the Corporation, in accordance with
the provisions of Section 607.1006 of the Florida Business
Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my signature the 6th
day of October, 1999.


Stanley Freifeld, President