

CAPITAL CONNECTION, INC.

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SECRET
TALLAHASSEE, FLORIDA

Infinity Title Group, Inc.

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

- RECEIVED**
01 SEP 21 PM 12:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- ___ Art of Inc. File Amend
 - ___ LTD Partnership File
 - ___ Foreign Corp. File
 - ___ L.C. File
 - ___ Fictitious Name File
 - ___ Trade/Service Mark
 - ___ Merger File
 - ☒ Art. of Amend. File
 - ___ RA Resignation
 - ___ Dissolution / Withdrawal
 - ___ Annual Report / Reinstatement
 - ___ Cert. Copy
 - ☒ Photo Copy
 - ___ Certificate of Good Standing
 - ___ Certificate of Status
 - ___ Certificate of Fictitious Name
 - ___ Corp Record Search
 - ___ Officer Search
 - ___ Fictitious Search
 - ___ Fictitious Owner Search
 - ___ Vehicle Search
 - ___ Driving Record
 - ___ UCC 1 or 3 File
 - ___ UCC 11 Search
 - ___ UCC 11 Retrieval
 - ___ Courier

Signature _____

Requested by: SK
Name _____ Date 9/21/01 Time 11:00

Walk-In _____ Will Pick Up _____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INFINITY TITLE GROUP, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE X. - PREEMPTIVE RIGHTS

Each Class A Voting Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Class A Voting Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

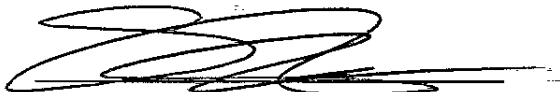
B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Class A Voting Shareholder who does not exercise it and pay for the shares preempted within twenty (20) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Class A Voting Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Class A Voting Shareholder.

SECOND: The date of the above amendments adoption is September 1, 2001.

THIRD: Adoption of the above stated amendments was unanimously approved by the voting shareholders and directors. The number of votes cast in favor of the amendment by both the voting shareholders and directors was sufficient for approval of said amendment.

Signed this 1st day of September, 2001.


Steven W. Moore
President/Director/Chairman of the Board