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January 30, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: EM-Star Mortgage Co.

500002418685--5
-02/02/98--01080--006
*****35.00 *****35.00

Dear Sirs:

Enclosed is an original and one copy of the Articles of Amendment for the above referenced company. Also enclosed is our firm check in the amount of \$35.00 for filing the Articles. Please forward a copy of the filed articles in the return envelope provided.

Sincerely,

HUME & JOHNSON, P.A.


Henry W. Johnson

/jc

Enclosures

Amend
FILED
98 FEB -2 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 4 1998

ARTICLES OF AMENDMENT
OF
EM-STAR MORTGAGE CO.

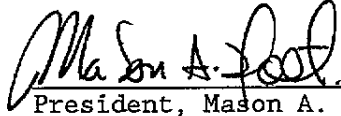
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98 FEB -2 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of EM-Star Mortgage Co.,
Filed on February 11, 1992, is hereby amended, effective January 1, 1998, to
read as follows:

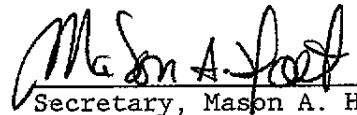
"Article III. The maximum number of shares of
capital stock that this corporation is authorized
to have outstanding at any one time is TWO THOUSAND
(2000) shares of common stock, having a par value
of ONE (\$1.00) DOLLAR per share."

2. The foregoing amendment was adopted by the shareholder of this
corporation on December 30, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this
corporation have executed these Articles of Amendment this 1 day of January
1998.



President, Mason A. Holt

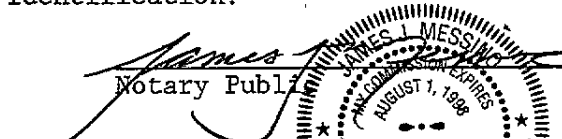


Secretary, Mason A. Holt

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by MASON A. HOLT as
President and Secretary of EM-STAR MORTGAGE CO., a Florida corporation, in
behalf of the corporation. He is personally known to me or presented his
Florida driver's license for identification.

My commission expires:


Notary Public
