

P000000 50391

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To: Division of Corporations
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From: ASTRID BUTTARI, Legal Assistant
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

AFRICAN AMERICAN LENDERS.COM, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 6, 2000

AFRICAN AMERICAN LENDERS.COM, INC.
640 CRICKLEWOOD TERRACE
HEATHROW, FL 32746

SUBJECT: AFRICAN AMERICAN LENDERS.COM, INC.
REF: P00000050391

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The FAX audit number must be on the top and bottom of each page of the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000046644
Letter Number: 400A00047185

FAX AUDIT NO.: H00000046644

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AFRICAN AMERICAN LENDERS.COM, INC.

FILED
00 SEP - 6 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of African American Lenders.Com, Inc. are hereby amended and restated, pursuant to Section 607.1007 of the Florida Business Corporation Act (the "FBCA") to read in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is: **AFRICAN AMERICAN FINANCIAL RESOURCE ALLIANCE, INC.** (hereinafter, the "Corporation").

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 640 Cricklewood Terrace, Heathrow, Florida 32746. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares of common stock having a par value of \$.001 per share.

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the Corporation shall be One S.E. Third Avenue, 28th Floor, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is American Information Services, Inc.

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ARTICLE V

Term of Existence

This Corporation is to exist perpetually.

ARTICLE VI

Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This Corporation shall have three (3) Directors, which number may be fixed or changed from time to time in accordance with the bylaws of this Corporation.

ARTICLE VII

Indemnification

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

ARTICLE VIII

Effective Date

These Restated Articles shall be effective immediately upon the filing of same with the Florida Department of State and shall supersede the original Articles of Incorporation as filed with the Florida Secretary of State's Office on May 22, 2000.

ARTICLE IX


Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles, or in any amendment hereto, or to add any provision to these Restated Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Restated Articles or any amendment hereto are granted subject to this reservation.

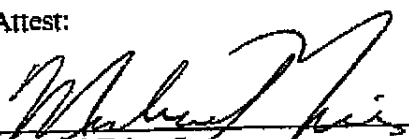
IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation, have been duly adopted and declared advisable by the Board of Directors of the Corporation by written consent of the directors, in lieu of meeting, dated September 5, 2000, in accordance with Section 607.0821 of the FBCA, approved and adopted by written consent of the holders of a majority of the outstanding shares of common stock of the Corporation entitled to vote (which was sufficient for

approval), in lieu of meeting, dated September 5, 2000, in accordance with Section 607.0704 of the FBCA.

AFRICAN AMERICAN FINANCIAL RESOURCE ALLIANCE, INC.

By: 
Robert L. Johnson, President

Attest:


Michael Trier, Secretary

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of African American Financial Resource Alliance, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

5th IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this day of September, 2000.

AMERICAN INFORMATION SERVICES, INC.

By: 
Astrid Buttari, Assistant Secretary