

ARTICLES OF AMENDMENT TO THE CHARTER

1179-032

OF

TVB MORTGAGE CORPORATION

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following articles of amendment to its charter:

1. The name of the corporation is TVB MORTGAGE CORPORATION.

2. The amendment adopted is as follows:

"The maximum number of shares of preferred stock which this corporation is authorized to issue and to have outstanding at any time is 2,000 shares with a par value of \$100.00 per share. No dividends shall be paid on the preferred stock. Holders of preferred stock shall not be entitled to vote by reason of such holding. The preferred stock, or any of it, which may have been issued may be redeemed at par out of surplus or net profits of the corporation, and the Board of Directors shall have the sole discretion to require surrender of shares for redemption and to determine which shares, if any, shall be redeemed. Shares of preferred stock once redeemed may not be re-issued.

In the event of any dissolution or liquidation or winding-up (whether voluntary or involuntary) of the company, the holders of the preferred stock shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the common stock, and after the payment to the holders of the preferred stock of its par value, the remaining assets in fund shall be divided and paid to the holders of the common stock according to their respective shares."

3. The amendment was duly adopted by the written consent of the sole shareholder on Jan 31, 1978.

FILED JAN 31 PM 4 03