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A FLORIDA LIMITED LIABILITY PARTNERSHIP

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MICHAEL A. GENNARO

PLEASE REPLY TO
CAPE CORAL OFFICE

December 9, 1998

Corporate Records Bureau
Division of Corporations
Attn: Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

300002711333--8
-12/14/98--01053--007
*****35.00 *****35.00

**RE: Amendment to Articles of Incorporation
of G&L Paul Homes, Inc.**

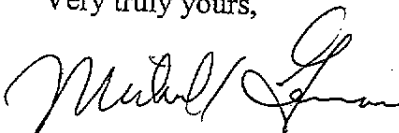
Dear Sir/Madam:

Enclosed herewith is a copy of the Statement of Consent in Lieu of a Special Joint Meeting of Shareholders and Directors of G & L Paul Homes, Inc., and the original and one copy of the Articles of Amendment to the Articles of Incorporation of G & L Paul Homes, Inc., together with our check in the amount of \$35.00 for your filing fee.

Please stamp and return a copy of the Articles of Amendment to the Articles of Incorporation in the enclosed, stamped, self-addressed envelope.

Thank you for your assistance in this matter.

Very truly yours,


Michael A. Gennaro

MAG/jms
Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 DEC 14 AM 9:31
FILED
nc

TLL DEC 28 1998

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
G & L PAUL HOMES, INC.

FILED
98 DEC 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:


1. The name of the Corporation is G & L PAUL HOMES, INC.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the stockholders of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 25 day of NOVEMBER, 1998, in the manner prescribed by the Florida Business Corporation Act:

Article 1 of the Articles of Incorporation is amended to read as follows:

1. The name of the corporation is changed from G & L PAUL HOMES, INC. to PAUL HOMES, INC.
2. The foregoing Amendment(s) shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 25 day of NOVEMBER 1998.

By: 
GARY G. PAUL, President

And By: 
ROBERT D. KNIGHT, JR.,
Secretary

