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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: County Homes Development Corp

DOCUMENT NUMBER: P 02000103301

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Hector Chomat

(Name of Contact Person)

County Homes Development Corp

(Firm/ Company)

11430 North Kendall Drive, Suite 300

(Address)

Miami, FL 33176

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Hector Chomat

(Name of Contact Person)

at (305) 279-4445

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
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\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of
County Homes Development Corp

(Name of corporation as currently filed with the Florida Dept. of State)

P02000103301

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Shareholder buyout/Officer Resignation

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

Hector Chomat - 50% (1500 shares)

Cesar Perez-Abreu - 50% (1500 shares)

(continued)

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TALLAHASSEE, FLORIDA

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ACTION OF SHAREHOLDERS AND DIRECTORS

IN LIEU OF

SPECIAL MEETING OF

**COUNTY HOMES DEVELOPMENT CORP
A FLORIDA CORPORATION**

The undersigned, being and constituting all of the Shareholders and Directors of **COUNTY HOMES DEVELOPMENT CORP.**, a Florida Corporation, hereby consent to and ratify the following actions in lieu of a special meeting of Shareholders and a special meeting of the Directors in accordance with the Florida Statutes and the By-Laws of the Corporation:

1. **ELECTION OF OFFICERS:** The following persons are elected to the offices set forth opposite their respective names below, to serve until the next annual meeting of directors or until their successors have been elected or qualified.

<u>NAME</u>	<u>OFFICE</u>
HECTOR CHOMAT	PRESIDENT
CESAR PEREZ-ABREU	VICE-PRESIDENT
CESAR PEREZ-ABREU	SECRETARY
HECTOR CHOMAT	TREASURER

2. **ELECTION OF DIRECTORS:** The following persons are elected as directors set forth opposite their respective names below, to serve until the next annual meeting of shareholders or until their successors have been elected or qualified.

HECTOR CHOMAT	DIRECTOR
CESAR PEREZ-ABREU	DIRECTOR

3. **ACCEPTANCE OF RESIGNATION:** It is hereby resolved that the resignation of **VINCE CALVO** as President and Director of the Corporation is hereby accepted and ratified effective immediately.

4. **CANCELLATION OF SHARES:** It is hereby resolved that Share Certificate No. 1 issued to **VINCE CALVO** representing Three Thousand (3,000) Shares of the common capital stock of the Corporation is hereby cancelled.

5. **PURCHASE OF SHARES:** That **HECTOR CHOMAT** shall purchase One Thousand Five Hundred (1,500) Shares of the common capital stock of the Corporation from **VINCE CALVO** is hereby accepted. That **CESAR PEREZ-ABREU** shall purchase One Thousand Five Hundred (1,500) Shares of the common capital stock of the Corporation from **VINCE CALVO** is hereby accepted.

8. **ISSUANCE OF SHARES:** The proper officers of the Corporation are authorized to issue the following number of Shares of the common capital stock of the Corporation as follows:

HECTOR CHOMAT 1,500 SHARES

CESAR PEREZ-ABREU 1,500 SHARES


9. **RATIFICATION OF STOCK PURCHASE AGREEMENT:** The Shareholders and Directors of the Corporation hereby ratify that certain Stock Purchase Agreement dated April 13th 2004 between **HECTOR CHOMAT** and **CESAR PEREZ-ABREU**, as Purchasers and **VINCE CALVO**, as Seller, a copy of which agreements are attached hereto and made a part hereof.

10. **RATIFICATION OF PRIOR ACTIONS:** The Shareholders and Directors of the Corporation hereby ratify all prior actions of the Corporation taken from the date of incorporation to the present.

IN WITNESS WHEREOF, the undersigned has executed this consent as of this 13th day of April, 2004.

**COUNTY HOMES DEVELOPMENT
CORP. A Florida Corporation**


By: Hector Chomat, Director


By: Cesar Perez-Abreu, Director

(Corporate Seal)

The date of each amendment(s) adoption: April 13, 2004

Effective date if applicable: September 20, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

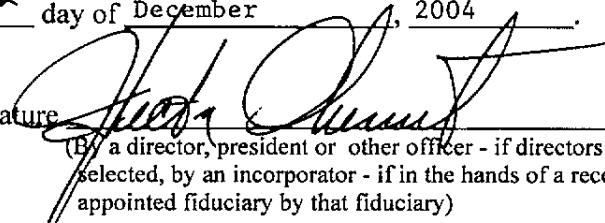
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14th day of December, 2004.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Hector Chomat

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35