

P940000 7218

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

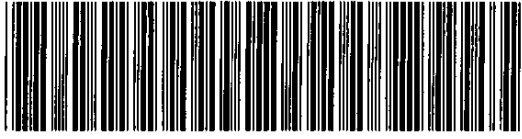
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/10/07--01008--017 **35.00

Amend
[Signature]

12-11-07

FILED
2007 DEC 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UNITED STATES REAL ESTATE CORP

DOCUMENT NUMBER: P94000072178

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

Please return all correspondence concerning this matter to the following:

Robert Gillings

(Name of Contact Person)

UNITED STATES REAL ESTATE CORP.

(Firm/ Company)

308 MAIN

(Address)

SAFETY HARBOR, FL. 34695

(City/ State and Zip Code)

For further information concerning this matter, please call:

Peter Gillings

(Name of Contact Person)

at (727) 243-2959

(Area Code & Daytime Telephone Number)

* ADDRESS - SAME AS ABOVE

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED

2007 DEC 10 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNITED STATES REAL ESTATE CORP.

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

P94 000072178

(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):

(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)**

ARTICLE V AMENDMENT WAS ADOPTED TO ELECT
ROBERT GILLINGS AS PRESIDENT OF
THE CORPORATION AND PETER GILLINGS
TO BE A MEMBER OF THE BOARD OF
DIRECTORS.

ROBERT GILLINGS, PRESIDENT, 308 MAIN ST. SAFETY HARBOR, FL 34693

PETER GILLINGS, MEMBER OF BOARD OF DIRECTORS, 308 MAIN ST. SAFETY HARBOR, FL 34693

(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)

N/A

(continued)

The date of each amendment(s) adoption: DEC 7th 2007

Effective date if applicable: DEC, 7th 2007
(no more than 90 days after amendment file date)

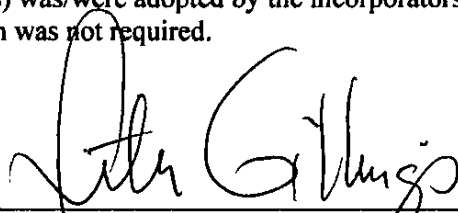
Adoption of Amendment(s) (CHECK ONE)

- 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.

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)

Peter Gillings

(Typed or printed name of person signing)

PRESIDENT/DIRECTOR

(Title of person signing)

FILING FEE: \$35