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BUTZEL LONG
FLORIDA DIVISION OF CORPORATIONS

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NAME: CENTURY HOMES, INC.

AUDIT NUMBER.....H97000021095

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...1

PAGES..... 2

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Amendment
12/23/97
JC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTURY HOMES, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

ARTICLE VIII - DIRECTORS of the Articles of Incorporation which were filed on May 5, 1997 and effective on May 2, 1997 and subsequently amended with Articles of Amendment to Articles of Incorporation filed on September 25, 1997 and effective on September 24, 1997 are hereby amended as follows:

ARTICLE VIII - DIRECTORS

The number of directors constituting the Board of Directors of this corporation is two (2). The names and addresses of the person(s) who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected, and qualified are:

<u>Name</u>	<u>Address</u>
Douglas C. Boulter	116 Tim Mara Dr. Jupiter, FL 33477
George F. Powers	3709 Russell Rd. Woodbridge, VA 22192

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ARTICLE XII - Principal Office of the Articles of Incorporation which were filed on May 5, 1997 and effective on May 2, 1997 are hereby amended as follows:

ARTICLE XII - PRINCIPAL OFFICE

The address of the Principal Office and Mailing Address is 116 Tim Mara Dr., Jupiter, FL 33477.

Prepared by: Philip H. Forbes, Esq.
BUTZEL LONG, P.C
1200 North Federal Highway, Suite 411
Boca Raton, FL 33432
(561) 368-2151
Bar# 0180356

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

THIRD: The date of each amendment's adoption: December 23, 1997

FOURTH: Adoption of Amendment(s) (check one)

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 23rd day of December, 19 97.

Century Homes, Inc.

By: Douglas C. Boulter
Douglas C. Boulter,
President

(850) 922-4000
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