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BASIC AMENDMENT  
BREAKSTONE HOMES, INC.

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AMEND  
REC 7-18  
③  
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AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
BREAKSTONE HOMES, INC.

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01 JUL 18 PM 1:30  
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1. The name of the Corporation is BREAKSTONE HOMES, INC.
2. Article III of the original Articles of Incorporation is deleted and the following Article IV is substituted in lieu thereof:

Article III.

The aggregate number of shares of all classes which the Corporation shall have authority to issue is 20,000,000, of which 10,000,000 shares with a par value of \$0.01 per share shall be designated "Class A Shares" and 10,000,000 shares with a par value of \$0.01 per share shall be designated "Class B Shares".

3. All shares of stock issued and outstanding prior to the adoption of this Amendment shall be reclassified as "Class A Shares" forthwith.
4. Article IV of the original Articles of Incorporation is deleted and the following Article IV is substituted in lieu thereof:

Article IV.

The relative rights, privileges, and limitations of the Class A Shares and Class B Shares shall be in all respects identical, share for share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Shares and, except as otherwise provided by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Each holder of Class A Shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise required by law, or except as specifically provided in these Articles of Incorporation, or a then effective stockholders' agreement, all other matters requiring voter approval shall require an affirmative vote of a majority of the shares voting thereon. Distribution of either Class A Shares or Class B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

5. Article IX of the original Articles of Incorporation is deleted and the following Article IX is substituted in lieu thereof:

Article IX

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The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation. The Board of Directors shall consist of one (1) director whose name and address is as follows:

NOAH BREAKSTONE  
1200 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

6. Article X of the original Articles of Incorporation is deleted and the following Article X is substituted in lieu thereof:

Article X

The Registered Agent of the Corporation is JORGE LUIS WOLF. The street address of the Corporation's Registered Agent's office is 1200 PONCE DE LEON BOULEVARD, CORAL GABLES, FLORIDA 33134.

7. Article XI of the original Articles of Incorporation is deleted and the following Article XI is substituted in lieu thereof:

Article XI

The principal place of business and mailing address of this Corporation shall be:

1200 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

9. The foregoing Amendments were adopted by a majority of the shareholders of the Corporation pursuant to Florida Statutes 607.1006 on the 11 day of July, 2001.

IN WITNESS WHEREOF, the undersigned <sup>President</sup> of the Corporation has executed these Articles of Amendment this 11 day of July, 2001.

  
NOAH BREAKSTONE, <sup>President</sup> / Shareholder

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