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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment to the Articles of Incorporation of
Creative Homes of America, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of Creative Homes of America, Inc., along with a check in the amount of \$35.00 to cover the filing fee. Upon filing, please file stamp the copy and return to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Teresa A. Hanson

Teresa A. Hanson,
Secretary to Garey F. Butler

Enclosures

cc: Client

Teresa GAVE
AUTHORIZATION BY PHONE TO
CORRECT *ADD SIGNATURE*
DATE *7-15*
REC. EXAM. *DEC*

FILED
98 JUL -6 PM 4:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AM
DEC
7-15

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
CREATIVE HOMES OF AMERICA, INC.**

FILED
98 JUL -6 PM 4:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above named corporation (the "Corporation"), filed with the Department of State on April 27, 1998, and assigned document #P98000038703, are hereby amended, pursuant to approval by the holders of all of the corporation's Common Stock, as follows:

1. Article III is hereby amended to read as follows:

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 10,000 shares. All such shares shall be of a single class, designated as common and having a par value of \$.10 per share.

These Articles of Amendment to the Articles of Incorporation were adopted by the shareholders on the 2nd day of July, 1998, and shall be effective upon filing with the Secretary of State.

CREATIVE HOMES OF AMERICA, INC.

By: _____

Steven J. Magner
President