

418802

GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

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August 8, 1997

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

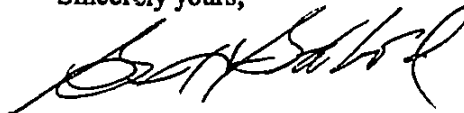
Re: Homes of Merit, Inc.
Document # 418802

Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Homes of Merit, Inc. for appropriate filing, together with check in the amount of \$35.00.

Thank you for your assistance.

Sincerely yours,



Gene H. Godbold

GHG/cah
Encls.

FILED
97 SEP - 8 AM 7:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/8

Amend

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
HOMES OF MERIT, INC.

FILED
97 SEP -8 AM 7:53
SECRETARY OF STATE OF
TALLAHASSEE, FLORIDA

1. Article III of the Articles of Incorporation of Homes of Merit, Inc. is amended to read as follows:

"Article III. This Corporation is authorized to issue 750,000 shares of Class A Common Stock, \$.001 par value, and 750,000 shares of Class B Common Stock, \$.0001 par value.

Holder of Common Stock of the Corporation, whether Class A or Class B, shall have no preemptive rights to acquire unissued or treasury shares of any class or securities convertible with or carrying a right to subscribe to or acquire shares of any class.

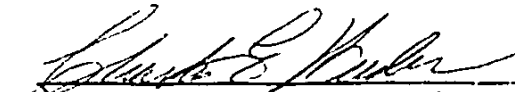
Shares of Class A Common Stock shall be entitled to one (1) vote per share in the election of Directors and in elections on other matters.

Shares of Class B Common Stock shall be nonvoting and shall not be entitled to vote in the election of Directors or in elections on other matters.

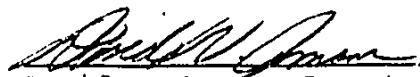
Each share of Common Stock, whether Class A or Class B, of this Corporation shall entitle the holder of record to receive dividends as are declared by the Board of Directors, and upon liquidation to participate ratably in the net assets available for distribution."

2. The foregoing Amendment to the Articles of Incorporation was adopted by the Board of Directors and the Stockholders constituting a majority of shares entitled to vote on August 7, 1997.

IN WITNESS WHEREOF the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on this 7th day of August, 1997.



Charles E. Weeder, President



David W. Amann, Secretary

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 7th day of August, 1997, by Charles E. Weeder, President of Homes of Homes, Inc., who is personally known to me, or [] has produced _____ as identification.


Notary Public

Notary Stamp

OFFICIAL NOTARY SEAL
GENE H GODBOLD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC625032
MY COMMISSION EXP. MAR. 12, 2001

STATE OF FLORIDA
COUNTY OF Polk

The foregoing instrument was acknowledged before me this 7th day of August, 1997, by David W. Amann, Secretary of Homes of Homes, Inc., who is personally known to me, or [] has produced _____ as identification.


Notary Public

Notary Stamp

OFFICIAL NOTARY SEAL
GENE H GODBOLD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC625032
MY COMMISSION EXP. MAR. 12, 2001



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

GENE H. GODBOLD
GODBOLD, DOWNING, SHEAHAN & BATTAGLIA
P.O. BOX 1984
WINTER PARK, FL 32790

SUBJECT: HOMES OF MERIT, INC.
Ref. Number: 418802

We have received your document for HOMES OF MERIT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 097A00042467