

611917

MARSHALL E. WOOD, P.A.

Attorney at Law

SUITE 100, ALLAN BUILDING

303 CENTRE STREET

FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666

FAX # 904/277-6611

November 29, 2000

300003483419--3
-12/01/00--01072--008
*****35.00 *****35.00

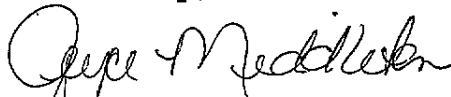
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Please find enclosed for filing the original Articles of Amendment of the Articles of Incorporation for Lane Homes, Inc. along with a copy of the Waiver of Notice of Special Meeting and Combines Special Meeting of the Shareholders and Directors of Lane Homes, Inc. Also enclosed is our check in the amount of \$35.00 for filing fees of this amendment.

Thank you for your assistance and if you have any questions, please do not hesitate to call.

Sincerely,



Joyce Middleton

Assistant to Marshall E. Wood

/jm
enclosures

FILED
00 DEC - 1 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ac 12/6
amend

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
of
LANE HOMES, INC.

Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation before amendment:

LANE HOMES, INC.

2. The name of the corporation after amendment:

LANE HOMES, INC.

3. The Articles of Incorporation are amended to delete Article III of the Articles of Incorporation and to substitute therefore, the following new Article III, as follows:

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and have outstanding at any one time is:

A. 1000 shares of common stock, having a par value of \$1.00 per share.

B. 1000 shares of preferred stock.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

FILED
00 DEC -1 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3.1. The shares of preferred stock shall be non-voting, and the shareholders of shares of preferred stock shall have no vote for any share held of record as to matters submitted for shareholder approval.

3.2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval.

3.3. The consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to effect an amendment to the articles of incorporation for any purpose allowed by the laws of the State of Florida.

3.4. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

4. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

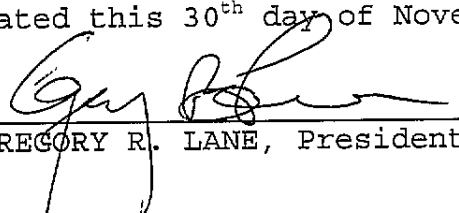
5. The date of adoption of each amendment was: November 30, 2000.

6. Each amendment was adopted by:

Duly approved shareholder action in accordance with the provisions of FSA § 607.1003.

7. These amendments will be effective upon filing.

Dated this 30th day of November, 2000.




GREGORY R. LANE, President

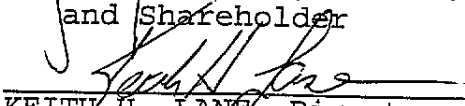
WAIVER OF NOTICE OF SPECIAL MEETING
OF THE
SHAREHOLDERS AND DIRECTORS
OF
LANE HOMES, INC.

The undersigned, being the sole directors and shareholders of LANE HOMES, INC., a Florida corporation, hereby waive notice of the date, time, and place of the special combined meeting of the shareholders and directors of the Corporation which is to be held at the Corporate Offices at 5542 First Coast Highway, Fernandina Beach, Florida 32034 on November 30, 2000 at 10:30 O'Clock A.M. The undersigned hereby consent to the conduct of such business as may come before the shareholders and the board at that meeting.

Date: November 30, 2000



GREGORY R. LANE, Director
and Shareholder



KEITH H. LANE, Director
and Shareholder

COMBINED SPECIAL MEETING
OF THE
SHAREHOLDERS AND DIRECTORS
OF
LANE HOMES, INC.

This special combined meeting of the sole shareholder and sole director of LANE HOMES, INC., was held at the Corporate offices at 5542 First Coast Highway, Fernandina Beach, Florida, on the 30th day of November, 2000, at 10:30 O'Clock A.M.

The meeting was called to order by Gregory R. Lane, the President who chaired the meeting. Keith H. Lane, the Secretary, kept the minutes of the meeting.

The Secretary reported that all of the stockholders and all of the directors, were present in person:

Names	Number of Shares
GREGORY R. LANE	255
KEITH H. LANE	245

The Chairman then announced that there were present in person the number of shares necessary to constitute a quorum for this combined meeting.

The Secretary read a waiver of notice of this combined meeting and it was ordered filed with the Secretary of the meeting.

The Stock ledger and transfer books of the Corporation were produced and remained open to inspection.

Upon motion duly made and seconded, it was unanimously

RESOLVED, that the Articles of Incorporation of the Corporation, be, and the same are hereby, amended to authorize the issuance by the Corporation of a preferred class of non-voting stock, and the President, is authorized to cause such an amendment to be prepared and filed with the Secretary of State, the form of which is attached to these minutes; and be it

FURTHER RESOLVED, that upon approval of the Amendment by the Secretary of State, State of Florida, the corporation is authorized to issue to the following named individuals the number of shares so stated:

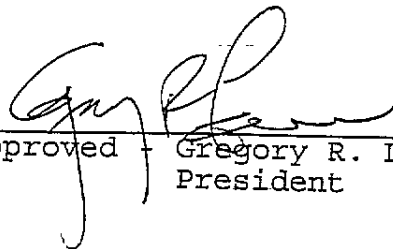
ROBERT H. LANE, as Trustee of The Robert H. Lane Revocable Trust dated 7/8/91,

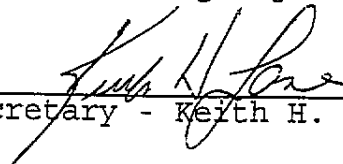
173.56335 shares

MADELINE R. LANE, as Trustee of The Madeline R. Lane Revocable
Trust dated 7/8/91,

173.56335 shares

No further business coming before the meeting, upon motion
duly made, seconded and carried, the meeting adjourned.


Approved - Gregory R. Lane
President


Secretary - Keith H. Lane