

MICHAEL J. COOPER

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April 20, 1999

Florida Department of State

Corporate Records Bureau

Post Office Box 6327

Tallahassee, FL 32301

ATTENTION: Amendments and Mergers Section

RE: Amendment to: Heritage Communities, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Amendment for the above corporation together with my check payable to your order in the amount of \$52.50 for fees as follows:

Filing Fee

\$35.00

Certified Copies (2)

\$17.50

Please return to me a confirmation copy of same. Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/slw

Enclosures:

Original/Copy Articles of Amendment

Check

xc:

Mr. John Faunce,

Heritage Communities, Inc.

De 4/27

NO

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



				127
HERITAGE	COMMUNITIES,	INC.		
	(present name)			
	HERITAGE		HERITAGE COMMUNITIES, INC.	HERITAGE COMMUNITIES, INC.

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amendment of NAME CHANGE to:

HERITAGE CUSTOM HOMES INC.

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:

THIRD:	The date of each amendment's adoption: April 18, 1999
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
5	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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
E	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.
Signature	Signed this 16th day of Apric , 19 99.
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	DOMENIC MARTELLI Typed or printed name
	President
	Title