

DEC. 26. 2006 12:00 PM

NO. 738

P. 1

K34232

Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

LACERTE BUILDERS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LACERTE BUILDERS, INC.
Document no. K34232**

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 adopted:

The Articles of Incorporation of the Corporation shall be amended to delete Article XVII of the Articles of Incorporation and substitute the following:

Any action that may be taken at a meeting of the Stockholders of the Corporation may be taken without a meeting or notice, when signed consents are obtained from holders of outstanding stock of the Company having no less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted on the subject matter thereof. Such consent shall have the same effect as a vote at a shareholders' meeting. Such consent shall be filed by the Secretary of the Corporation.

SECOND: Amendment adopted:

Article XVII of the Articles of Incorporation shall be further modified to add the following:

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting or notice, if consent in writing, setting forth the action taken, is signed by a number of directors having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting of the directors at which all directors entitled to vote thereon were present and voted with respect to the subject matter thereof. Such action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different date. A consent signed under this Section shall have the effect of a meeting vote and may be describe as such in any document.

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THIRD: The date of each amendment's adoption is December 20, 2006.

FOURTH: The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

Signed this 28 day of December, 2006.

By: 
Director

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**WRITTEN CONSENT ACTION
BY SOLE DIRECTOR
OF
LACERTE BUILDERS, INC.**

The undersigned, being the sole Director of Lacerte Builders, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby consent to the corporate actions specified below and adopt the following resolutions by written consent pursuant to Section 607.0821 of the Florida Business Corporation Act, and the Corporation's Articles of Incorporation.

WHEREAS, the office of Secretary has become vacant by reason of the removal of Ben Dispenziere; and

WHEREAS, the Corporation desires to appoint a replacement to the office of Secretary, and to appoint other officers:

NOW, THEREFORE, BE IT RESOLVED, that the following individuals are hereby elected and appointed to serve in the office described below according to the terms of the bylaws of the Corporation:

Marc Lacerte
Hubert Castillo
Rand Chisholm
Richard Butler

President
1st Vice President and Secretary
2nd Vice President
Treasurer

EXECUTED, as of the 22 day of December, 2006.



Marc Lacerte, Director