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ACCOUNT NO. : 072100000032
REFERENCE : 514079 117189A
AUTHORIZATION : Patricia Pigut
COST LIMIT : \$ 35.00

ORDER DATE : December 13, 1999

ORDER TIME : 4:45 PM

ORDER NO. : 514079-010

CUSTOMER NO: 117189A

800003068819--7

CUSTOMER: Mr. Chris Vassov
Levitt Homes Incorporated
7777 Glades Road, Suite 410
Boca Raton, FL 33434-4198

DOMESTIC AMENDMENT FILING

NAME: WOODMERE HOMES, INC.

N.C.
C. COULLIETTE DEC 14 1999

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS: _____

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99 DEC 14 AM 8:56
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOODMERE HOMES, INC.

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

FIRST: Article I is amended as follows:

The name of this corporation shall be Bellaggio By Levitt Homes, Inc. and the address of this corporation shall be c/o Levitt Homes Incorporated, 7777 Glades Road, Suite 410, Boca Raton, Florida 33434.

SECOND: The amendment was adopted on December 9, 1999.

THIRD: Adoption of Amendment:

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 9th day of December, 1999

Signature _____


Jeffery Hoyos
Director