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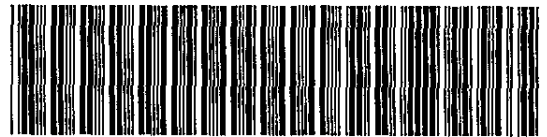
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STATE OF FLORIDA
TALLAHASSEE FLORIDA

MR. HODGES

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: American Dream Custom Homes, LLC
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

John J Luckey, CPA

(Name of Person)

J J Luckey & Co.

(Firm/Company)

4045 NW 43rd St , Suite A

(Address)

Gainesville, Florida 32606

(City/State and Zip Code)

For further information concerning this matter, please call:

John J Luckey, CPA

(Name of Person)

at (352) 377 7171

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☒ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

American Dream Custom Homes, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The Articles of Organization were filed on 03/11/2002 and assigned
document number L02000006565.

SECOND: This amendment is submitted to amend the following:

At a duly noticed meeting of the managing members and manager on February
10, 2006, at the principal office of the company, the majority interest members
voted to remove LAWRENCE P MCCLEERY as a managing member of
the company. He remains a member, without any management authority.

Dated February 10th, 2006.



Signature of a member or authorized representative of a member

Frank James

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE FLORIDA

06 FEB 14 PM 5:03

FILED

Filing Fee: \$25.00

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SPECIAL MEETING OF MEMBERS OF
AMERICAN DREAM CUSTOM HOMES

This meeting was held at 16404 NW 174 Drive,
Alachua, Florida, commencing at 2:17 p.m., on February
10, 2006.

PRESENT:

JAMES GRAY, Esquire
PAUL JAMES
ANNA JAMES
GARY DOUNSON

REPORTED BY KAREN L. BIERY
Johns, Stephenson & Biery
Advantage Court Reporters

1 MR. GRAY: My name is Jim Gray. I'm an
2 attorney in Gainesville. I've been retained
3 by DHW, Inc., as a member and manager of
4 American Dream Custom Homes LLC to conduct
5 this meeting today. It's a duly noticed
6 meeting and I'm holding a copy of the notice
7 of the special meeting.

8 The agenda is the sale of membership
9 certificates of American Dream Custom Homes
10 LLC, buyout of members, liquidation of
11 American Dream Custom Homes LLC, require
12 additional capital contribution, diversion of
13 funds, firing/termination of managing members,
14 managers and employees, special election of
15 managers. And it was noticed for 11:00, but
16 my understanding is there was a meeting at
17 that time and it was adjourned to 1:00 today
18 and it is currently 1:18 in the afternoon.

19 Present is Mr. Gary Dounson. Gary is the
20 manager for American Dream Custom Homes. He
21 is not a member.

22 Present is Anna James and I'm holding her
23 corporate designation as the corporate
24 representative from DHW Investment Group,
25 Inc., the majority member in terms of capital

1 contributions.

2 Present also is Paul James, who is the
3 son of Frank James, who is the shareholder and
4 corporate officers for DHW Investment Group,
5 Inc. He could not be here because of his age
6 and his physical condition.

7 Mr. Larry McCleery is the other member
8 and also managing member. He was duly noticed
9 both in writing pursuant to this notice and,
10 also, I believe Mr. Paul James spoke directly
11 to him about the meeting.

12 MR. JAMES: On Monday.

13 MR. GRAY: So he had actual knowledge of
14 the meeting today.

15 The first order of business then -- well,
16 I should also preface that I have -- we have
17 confirmed that Mr. McCleery has been the
18 primary customer contact or initial customer
19 contact and continuing customer contact for
20 people who have hired American Dream Custom
21 Homes to construct their homes and that he has
22 been making side deals not in writing and not
23 presented to the corporation and taking cash
24 payments from customers, not applying those to
25 the bank account and keeping those monies for

1 himself.

2 He's also been receiving payments from
3 subcontractors who have overbilled American
4 Homes and he has -- and they have paid him
5 back the difference and that has not been
6 applied to the corporate bank account,
7 although the corporation has paid the
8 subcontractors their increased amounts.

9 And we have one instance where a check by
10 a customer was made to -- was signed but
11 delivered to Mr. McCleery, who put his name on
12 it and went down and cashed it and put that
13 money directly in his pocket. And that's the
14 context of our meeting today.

15 So Miss Anna James representing DHW
16 Investment Group, the majority managing
17 manager, I'll entertain a motion at this time
18 to remove Mr. McCleery as a manager in any
19 form for American Dream Custom Homes.

20 MS. JAMES: And I make that motion.

21 MR. GRAY: And there being no other
22 members present, I'll call for the vote. What
23 is your vote on that motion?

24 MS. JAMES: That Mr. McCleery be
25 dismissed.

1 MR. GRAY: So we have now removed
2 Mr. McCleery as a manager of American Dream
3 Custom Homes.

4 With regard to Mr. McCleery's status as
5 an employee, Mr. Dounson, you're a manager and
6 Miss James is a representative of DHW. You're
7 also a manager at this moment. Do I hear a
8 motion to terminate Mr. McCleery's employment
9 with this company effective immediately?

10 MS. JAMES: Yes.

11 MR. DOUNSON: Yes.

12 MR. GRAY: That being unanimous,
13 Mr. McCleery is now terminated as an employee
14 of American Dream Custom Homes LLC.

15 With regard to his daughter, B.J.
16 McCleery, who is an employee of the company,
17 do I hear a motion from the managers to
18 terminate Miss McCleery as an employee of the
19 company?

20 MS. JAMES: Yes.

21 MR. DOUNSON: Yes.

22 MR. GRAY: And my understanding of the
23 background of that is that Miss McCleery had
24 some knowledge at least of the activities of
25 her father and took no action to inform the

1 other members of the company with regard to
2 that. Is that correct?

3 MS. JAMES: That's correct.

4 MR. GRAY: With regard to their access to
5 the company property and the company records
6 and the company computers, do I hear the
7 managers wanting to terminate her access and
8 instruct her to leave the premises and not to
9 return?

10 MS. JAMES: That's correct.

11 MR. DOUNSON: Yes.

12 MR. GRAY: We have a deputy sheriff that
13 stepped in the door. If he's still here, I'd
14 like him to hear that we've made that formal
15 resolution.

16 (Deputy Sheriff M. Jarvis entered the
17 room.)

18 MR. GRAY: Deputy Jarvis, I'm Jim Gray.
19 I'm an attorney in Gainesville, Florida, and I
20 was retained by American Dream Custom Homes'
21 managing members to attend and conduct a
22 meeting today to deal with some improprieties
23 by one of the managers of the company,
24 primarily regarding funds. And the daughter
25 of the manager who has been taking the funds

1 is here today. She works here.

2 And we've just conducted a vote by the
3 managers of the company and at this point we
4 want to instruct Miss B.J. McCleery, who's in
5 the other room, that she's to leave the
6 premises and not to take any corporate
7 property with her and she is not to return to
8 this premises or any other premises belonging
9 to American Dream Custom Homes on penalty of
10 us filing a trespass complaint.

11 DEPUTY JARVIS: Okay.

12 MR. GRAY: And we'd like for you to, if
13 you wouldn't mind, inform her of that. And
14 I'd be happy to go with you.

15 DEPUTY JARVIS: Are you trespassing her
16 or are you --

17 MR. GRAY: We are giving her today a
18 trespass warning. We've just fired her as an
19 employee because she had knowledge of the
20 monies that were being taken from the company
21 by her father and we fired her father. And
22 she's here today and we're going to ask her to
23 leave at this moment. And I'll go with you to
24 instruct her.

25 (Off-the-record discussion.)

1 MR. GRAY: And this is Mr. Gary Dounson.
2 He's a manager. And this is Miss Anna James.
3 She represents the other manager. And she's
4 got a duly noted designation for that
5 authority.

6 DEPUTY JARVIS: I just want to explain
7 something to you.

8 MR. GRAY: Sure.

9 DEPUTY JARVIS: I had a little bit of
10 knowledge about this prior to coming in
11 because my lieutenant advised me about the
12 situation, okay? What you are asking for is
13 something that we typically don't do as far
14 as, you know -- I cannot force anybody to give
15 you keys or anything. It's all a civil issue.
16 I'm just here basically just to make sure that
17 a disturbance doesn't occur.

18 MR. GRAY: Correct.

19 DEPUTY JARVIS: Now, I was not informed
20 that I was going to be trespassing anybody
21 from the business today.

22 MR. GRAY: We were not aware -- and she
23 was not here earlier -- that B.J. was going to
24 come in today.

25 DEPUTY JARVIS: Let me run it by my

1 lieutenant to make sure that that's okay for
2 me to do because this all really falls into
3 the civil realm.

4 MR. GRAY: I understand.

5 (Deputy Jarvis left the room and an
6 off-the-record discussion was had.)

7 MR. GRAY: While we're waiting for the
8 deputy to complete his communication with his
9 lieutenant, I understand that Mr. McCleery's
10 son Eric also works for the company as an
11 employee?

12 MS. JAMES: That's correct.

13 MR. GRAY: And the managers also wish, if
14 I'm understanding, for Mr. Eric McCleery to
15 also be terminated as an employee?

16 MS. JAMES: Yes.

17 MR. DOUNSON: Yes.

18 MR. GRAY: And we also want him to turn
19 in any property he has and to vacate the
20 premises and not return.

21 MS. JAMES: Right.

22 (Off the record)

23 MR. GRAY: I understand that Mr. McCleery
24 currently has signature authority on the
25 corporate bank account located at what bank?

1 MS. JAMES: Millinneum.

2 MR. GRAY: Millinneum Bank. And I
3 understand that the managing member wants
4 Mr. McCleery removed from all signature
5 authority on that account.

6 MS. JAMES: Yes.

7 MR. GRAY: Mr. Dounson, since it's your
8 general contractor's license that's on the
9 line with regard to finances, I understand
10 that you also want Mr. McCleery's name
11 removed.

12 MR. DOUNSON: Yes.

13 MR. JAMES: And B.J.

14 MS. JAMES: Oh, B.J.'s on there as well,
15 which is --

16 MR. GRAY: Well, let's go, whoever you
17 want to go.

18 MS. JAMES: That's all that's on there is
19 B.J. and Larry, and that was incorrectly
20 changed, we understand.

21 (Deputy Jarvis reentered the room.)

22 DEPUTY JARVIS: From what my lieutenant
23 told me, he said that what I'll do is I'm just
24 here to make sure that a disturbance doesn't
25 occur, that it's not our responsibility to

11

1 trespass her from here today. If you need
2 that type of assistance, then Alachua Police
3 Department is who you'll have to get to do
4 that.

5 So what I'm going to do is, if you need
6 to do whatever you've got to do, I'll stand by
7 just to make sure that there's not a problem.

8 (Off the record.)

9 (Whereupon, the meeting was adjourned at
10 2:05 p.m.)

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C E R T I F I C A T E

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2 STATE OF FLORIDA

3 COUNTY OF ALACHUA

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5 I, Karen L. Biery, State of Florida at Large, certify
6 that I was authorized to and did stenographically report the
7 foregoing proceedings and that the transcript is a true and
8 complete record of my stenographic notes.

9 Dated and signed this 10th day of February 2006.

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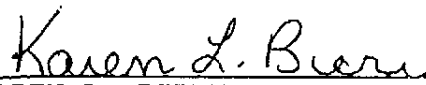
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KAREN L. BIERY
JOHNS, STEPHENSON & BIERY
ADVANTAGE COURT REPORTERS