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LAW OFFICES
COTTRELL, WARCHOL, MERCHANT & ROLLINGS, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
TEIN 39-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator

HARVEY ROLLINGS
Certified Family Law Mediator
Certified Circuit Court Mediator

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MICHAEL A. POHL
MARK A. HOROWITZ

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May 30, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment of
Imagine Home Builders, LLC.

Dear Secretary:

Enclosed please find the Articles of Amendment to the Articles of Organization of Imagine Home Builders, LLC. Check No. 8881 in the amount of \$25.00 has been enclosed for the filing fee. Please feel free to contact me if you have any questions.

Sincerely,

*Signed in my absence
to avoid delay*

J. Patrick Buckley
J. Patrick Buckley

JPB:ss
Enclosures

RECEIVED HONORARY ATTORNEY

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
IMAGINE HOME BUILDERS, LLC
Document Number L02000013289**

Pursuant to the provisions of Section 608.411, Florida Statutes, this profit corporation adopts the following articles of amendment to its Articles of Organization dated May 20, 2002.

First: Amendment Adopted

Article IV is hereby amended changing the management.

FROM: Terry A. Booth
21043 Butchers Hollar
Estero, FL 33928

Allan G. Berg
16520 Tamiami Trail
Fort Myers, FL 33908

Raymond J. Zielinski
16520 Tamiami Trail
Fort Myer, FL 33908

TO: Allan G. Berg
16520 Tamiami Trail
Fort Myers, FL 33908

President
51% interest

Terry A. Booth
21043 Butchers Hollar
Estero, FL 33928

Vice President
45% interest

Raymond J. Zielinski
16520 Tamiami Trail
Fort Myers, FL 33908

Secretary/ Treasurer
4% interest

Second: The Date of the Amendment's Adoption is

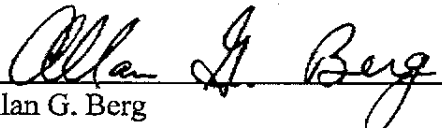
19th day of May, 2003.

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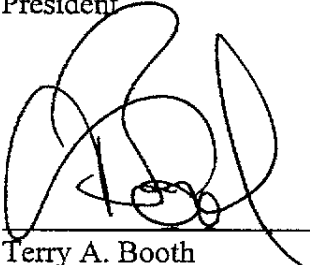
Third: Approval

The amendments were approved by the Shareholders. The number of votes cast for passage of the amendments were sufficient for approval.

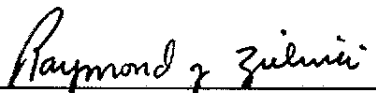
Signed this 19th day of May, 2003.



Allan G. Berg
President



Terry A. Booth
Vice President



Raymond J. Zielinski
Secretary/ Treasurer

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JUN 3 2003