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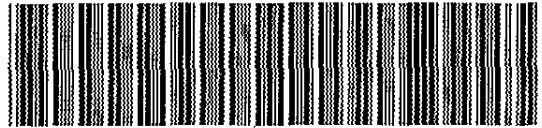
FIRST CITY HOMES LLC
529 GERONA RD
ST AUGUSTINE FL 32086

(Document Number)

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

FIRST CITY HOMES, LLC

(Present Name)
(A Florida Limited Liability Company)

FIRST: The date of filing of the articles of organization was APRIL 7, 2003

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

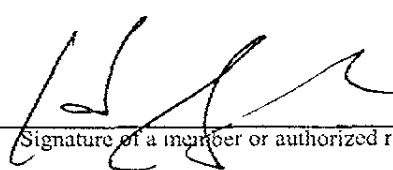
Add at the end of "ARTICLE V - Additional Members:" a new paragraph, to wit:
Initial members of the Company are:

Henry Christopher Cagle	529 Gerona Road, St. Augustine, FL 32086
Robert J.F. Laurence	2120 Woodstork Ave., St. Augustine, FL 32084
REALTY SHOPS.COM, INC.	101 Bilbao Ln., St. Augustine, FL 32086
Robert J.L. Laurence, PA	101 Bilbao Ln., St. Augustine, FL 32086

Add to the list of initial managers at the end of ARTICLE VII - Management:

Henry Christopher Cagle	529 Gerona Road, St. Augustine, FL 32086
Robert J.F. Laurence	2120 Woodstork Ave., St. Augustine, FL 32084
Robert J.L. Laurence	101 Bilbao Ln., St. Augustine, FL 32086

Dated DECEMBER 19, 2003



Signature of a member or authorized representative of a member

HENRY CHRISTOPHER CAGLE

Typed or printed name of signee

Filing Fee: \$25.00

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