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WILLIAM KALISH*
ALTON G. WARD
RICHARD A. SCHLOSSER**
ROGER J. ROVELL
R. REID HANEY
CHARLES H. CARVER
KELLY A. BONECKER*
J. GARY WALKER
R. DENNIS TWEED
BRETT T. HAMLIN
TERENCE J. DALY

KALISH & WARD
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

4100 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5155

TELEPHONE: (813) 222-8700
FACSIMILE: (813) 222-8701

PLEASE REPLY TO:
P.O. BOX 71
TAMPA, FLORIDA 33601-0071

*BOARD CERTIFIED TAX LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

May 13, 1997

Florida Division of Corporations
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Westfield Development Corp. of Florida
-Our File No. 3103.97-9565

Dear Sir or Madam:

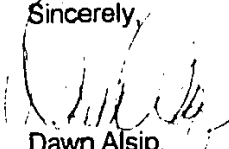
Enclosed please find an original and one copy of the Articles of Amendment of the Articles of Incorporation for the above captioned corporation, as well as our firm's check in the amount of \$87.50 to cover the filing and certified copy fees.

Please file the Articles of Amendment, certify the copy and return the certified copy to us.

You will note that the corporate name Westfield Homes Florida, Inc. was reserved by this law firm on behalf of this client under reservation number R-97-000002213.

If you have any questions, please contact the undersigned. Thank you for your assistance in this regard.

Sincerely,


Dawn Alsip,
Certified PLS

DA
Enclosures

71628

900002180119--7
-05/15/97--01088--006
*****60.00 *****60.00

200002192752--8
-05/28/97--01022--022
*****27.50 *****27.50

FILED
97 MAY 15 AM 10:58
STATE
TALLAHASSEE, FLORIDA

SH 5/1
NC

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
WESTFIELD DEVELOPMENT CORP. OF FLORIDA**

FILED
97 MAY 15 AM 10:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WESTFIELD DEVELOPMENT CORP. OF FLORIDA, a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

I. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on September 12, 1988.

II. The amendment to the Articles of Incorporation being effected hereby will completely delete Paragraph FIRST of the Articles of Incorporation as of the date hereof, and substitute in its place the Paragraph FIRST set forth below. As amended below, Paragraph FIRST of the Articles of Incorporation has the sole effect of changing the Corporation's name from "WESTFIELD DEVELOPMENT CORP. OF FLORIDA" to "WESTFIELD HOMES OF FLORIDA, INC."

III. This amendment to the Articles of Incorporation was approved and adopted by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval. The date of adoption of the amendment was May 7, 1997.

IV. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, the name of the Corporation shall be "WESTFIELD HOMES OF FLORIDA, INC." and Paragraph FIRST of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF WESTFIELD DEVELOPMENT CORP. OF FLORIDA

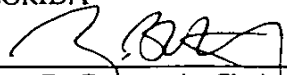
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FIRST: The name of the corporation is WESTFIELD HOMES OF FLORIDA, INC.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment of
the Articles of Incorporation to be executed this 8th day of May, 1997.

WESTFIELD DEVELOPMENT CORP. OF
FLORIDA

By:



Roger B. Gatewood, Chairman