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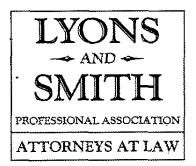


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SECRETARY OF STATE AHASSEE, FLORIO

Almendment 01/14/05



RICHARD W. LYONS GARY V. SMITH * MICHAEL D. LYONS

*BOARD CERTIFIED REAL ESTATE ATTORNEY

Of Counsel: JAVIER J. RODRIGUEZ

January 6, 2005

Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

Re:

Articles of Amended Articles of Incorporation of Fortoul-Valencia Corp.

Our File No: 04572

Dear Sir/Madam:

Enclosed herewith please find the original Articles of Amendment to the Articles of Incorporation of Fortoul-Valencia Corp. The document number of the original Articles of Incorporation is N040000-10187.

The Articles of Amendment are hereby submitted for filing.

Please find attached our check in the amount of \$43.74 made payable to the Division of Corporations. Kindly return to the undersigned a certified copy of the Articles of Amendment.

If you have any questions, please let me know.

Very truly yours,

GARY V. SMITH

Gsmith@lyonsandsmith.com

GVS:mg Enclosures

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FORTOUL-VALENCIA CORP.

A Florida Non-Profit Corporation

Document No: N040000-10187

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not-for-profit corporation adopts the following amendment to its Articles of Incorporation:

1. ARTICLE IV is amended to read as follows:

The corporation is organized for the purpose of sanctioning, fostering, promoting and developing the charitable production, development and construction of low cost housing on a national, state, local and international level.

2. ARTICLE VIII - Membership - is amended to read as follows:

It is deleted in its entirety and is amended to read as follows:

The membership of the Association consists of a voting membership and a non-voting membership.

The voting membership of the Association shall consist of:

- a. The Board of Trustees of the Association.
- b. Non-voting membership of the Association shall consist of:
 - Contributing members who shall be other organizations or associations dedicated to the production and construction of low cost housing.
 - ii. General membership who shall be other associations who promote the development, production and construction of low cost housing.
 - iii. Association member who shall be the general public.

The date of the adoption of this Amendment was November 12, 2004. The effective date is November 12, 2004.

ADOPTION OF THE AMENDMENT:

The amendments were adopted by the members and the number of votes cast for the amendment were sufficient for approval.

Signed this	_day	of Nov	vember,	2004.
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FORTOUL-VALENCE ACORP

By:

Eduardo Fortoul President