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INTERNATIONAL ACCOUNTANTS AND IMMIGRATION CONSULTANTS

505 AVENUE A, NW - SUITE 102 WINTER HAVEN, FL 33881-4626 TEL: (863) 294-5925 FAX: (863) 297-5395 e-mail: govoni@compuserve.com

00 NOV 27 AM 9:53

TAELAHASSEE, FLORIDA

November 22, 1999

Department of State Division of Corporations P.O. Box 6327 Tallahasses, Florida 32314

Re: HARLEQUIN CONSTRUCTION, INC.
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

900003476499---4 -11/27/00--01134--021 ******35.00 ******35.00

Gentlemen:

Enclosed please find an original and one copy of the articles of amendment to the articles of incorporation for the referenced company and a check in amount of \$35.00 to cover filing fees

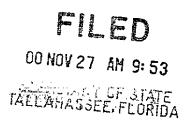
Please do not hesitate to call with any questions.

12-5-00 NC Amery Sincerely,

Govoni, Hall & Associates

Govone Hall & assoc

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



HARLEQUIN CONSTRUCTION, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I OF THE ARTICLES OF INCORPORATION OF HARLEQUIN CONSTRUCTION, INC. SHALL BE AMENDED AS FOLLOWS:

ARTICLE I

Name, Principal Place of Business, Commencement and Duration

The name of the corporation is BRANSON CUSTOM HOMES, INC. The principal place of business of the corporation is 17445 US Highway 192, Summer Bay, Suite 3, Clermont, Florida 34771. This Corporation shall commence corporate existence upon the filing of these articles, and shall have perpetual existence unless sooner dissolved according to law.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: 1/- 22 - 00
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name
	PRESIDENT
	Title