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September 28, 2000

Division of Corporations
SECRETARY OF STATE
P.O. Box 6327,
Tallahassee, FL 32314

RE: New Homes Discovery.Com, Inc.
File No. 4421

800003411028--0
-10/02/00--01084--005
*****35.00 *****35.00

Dear Clerk:

Please find enclosed the Articles of Amendment to Articles of Incorporation of New Homes Discovery.Com, Inc., to be filed with your office. I have enclosed our firm's check in the amount of \$35.00, your fee for said service. Also enclosed is a copy of the Articles of Amendment, please date stamp and return the date stamped copy to me in the enclosed self-address stamped envelope. Please call with any questions. Thank you!

Kindest regards,

ROBERT K. EDDY & ASSOCIATES, P.A.

Maria Repp, Legal Assistant
to Craig E. Rothburd, Esquire

/mlr

ENCLOSURES

Check No: 8413
Copy of Articles of Amendment
Self-addressed stamped envelope

FILED
00 OCT -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NEW HOMES DISCOVERY.COM, INC.**

FILED
00 OCT -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of NEW HOMES DISCOVERY.COM, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 4th day of May, 2000:

WHEREAS, it is the intention of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendments hereinafter set forth; and

WHEREAS, the proposed amendments to the Articles of Incorporation hereinafter set forth were approved by consent of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation, entitled to vote, said majority being sufficient for approval, pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of Amendment to the Articles of Incorporation dated

September
August 7th, 2000, and there are no other voting groups entitled to vote on the amendments;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article V and by substituting therefor the following:

ARTICLE V
Capital Stock

(a) The total number of authorized shares of the capital stock of the Corporation is 20,000 shares, divided into two classes, common Class A stock and common Class B non-voting stock. The total number of shares of common Class A stock authorized is 10,000 shares. The total number of common class B non-voting stock authorized is 10,000 shares.

(b) Each share of common Class A stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

(c) Each share of common Class B non-voting stock shall not be entitled to vote at any meeting of the stockholders.

(d) In all other respects, each share of common Class A stock and each share of common Class B non-voting stock shall have identical rights to distribution and liquidation proceeds from the Corporation.

(e) All or any part of common Class A stock and common Class B non-voting stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose.

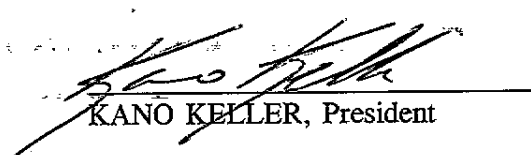
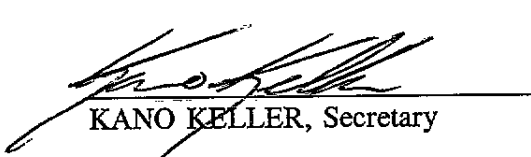
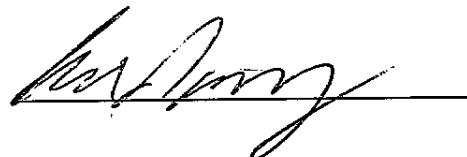
(f) All stock when issued shall be paid for and shall be nonassessable.

(g) In the election of directors of the Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of the Corporation by its President and Secretary this 7th day of ^{September}~~August~~, 2000.

WITNESSES

NEW HOMES DISCOVERY.COM, INC.


KANO KELLER, President
KANO KELLER, Secretary