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Versailles of Destin 10123 Hwy 96 W. Destin, Fl. 32550

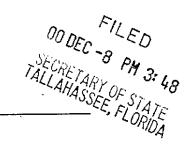
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OTHER FILINGS	REGISTRATION/QUA	<b>ALIFICATION</b>	
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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Versailles of Destin, Inc.

(present name)

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 VIII and IX are amended to delete Carl Savant as Officer, Director and Shareholder, and to accept his resignation and shares.

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:

Immediate surrender and transfer of shares to James Verdier, one of the Shareholders, and an Officer and Director.

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THIRD: T	he date of each amendment's adoption:		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
<b>\forall </b>	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.		
Signature	Signed this4 day ofDecember, 2000    March   March		
	OR  (By a director if adopted by the directors)		
	OR		
	(By an incorporator if adopted by the incorporators)		
	James M.B. Verdier  Typed or printed name		
	Vice President		
	Title		