

CLASSIC HOMES BY LORI, INC

228 MCLEAN POINTE WEST
WINTER HAVEN, FL 33884

Phone 863 324 6853
Fax 863 324 7578

P01000012563

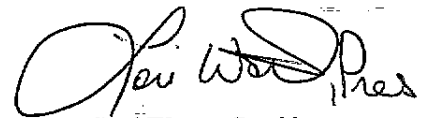
June 12, 2001

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
Attn. Doug Spitler
P.O. Box 6327
Tallahassee, FL 32314

Dear Doug,

Please file the name change for Built By Waters, Inc. first, then Classic Homes By Lori, Inc. I am re-sending both documents. If you have any questions, please call Eric Allen at Allen & Bailey, P.A. 863-519-0583. Thank you for your help.

Sincerely,



Lori Waters, President
Classic Homes By Lori, Inc

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*****70.00 *****35.00

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6-15-01
PMS

FILED
01 MAY 21 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 14, 2001

BUILT BY WATERS, INC.
228 MCLEAN POINTE WEST
WINTER HAVEN, FL 33884

SUBJECT: BUILT BY WATERS, INC.
Ref. Number: P01000012563

We have received your document for BUILT BY WATERS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 801A00029190

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BUILT BY WATERS, INC.

FILED
01 MAY 21 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Shareholders and the Board of Directors of the above named corporation now, subsequent to the unanimous vote of all Shareholders and Directors of the Corporation, are desirous of changing the Corporation's name, and

WHEREAS, the Shareholders and the Board of Directors have authorized such change to the Articles of Incorporation of BUILT BY WATERS, INC., as filed February 2, 2001, with the Secretary of State in Tallahassee, Florida,

NOW, THEREFORE, at the direction of the shareholders, the President does make and file these Amended Articles of Incorporation and further certify that all amendments included herein have been adopted pursuant to Sections 607.1003, 607.1006 and 607.1007.

FIRST: Article I shall be changed as follows:

ARTICLE I. NAME

The new name of this Corporation shall be B B W, INC.

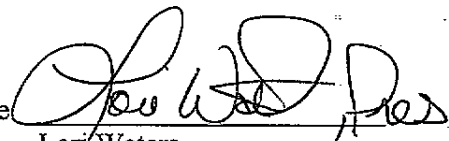
SECOND: all shares currently issued in the prior name shall be exchanged for an equal number of shares in the new name.

THIRD: These amendments, adopted April 19, 2001, shall be effective immediately.

FORTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this ____ day of April, 2001

Signature



Lori Waters
President/Director