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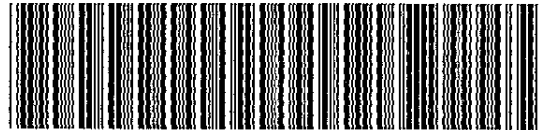
(Business Entity Name)

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06 FEB -6 AM 8:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

G. Ame.

**LAW OFFICES OF
KENNEDY & ASSOCIATES, P.L.**

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To Matters of Federal Tax Law

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February 2, 2006

Secretary of State
Division of Corporations
Attn: Amendment Section
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

**Re: Vintage Homes of Grand Palms, Inc.; Amendment to Articles of
Incorporation**

Dear Sir or Ma'am:

I enclose an Amendment to the Articles of Incorporation for Vintage Homes of Grand Palms, Inc.

Kindly return a certified copy of this Amendment to my office, in the provided self-addressed stamped envelope. I enclose filing fees computed as follows:

Filing of Amendment	\$35.00
Certified Copy	<u>8.75</u>
Total Funds Enclosed	\$43.75

Should you have any questions, certainly feel free to call.

Sincerely,

KENNEDY & ASSOCIATES, P.L.


Dana M. Santino

cc: Malcolm Resnick
DMS/clr
Encl.

AMENDMENT TO ARTICLES OF INCORPORATION
OF
VINTAGE HOMES & GRAND PALMS, INC.

FILED
06 FEB -6 AM 8:28
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned desires to amend the Articles of Incorporation of VINTAGE HOMES & GRAND PALMS, INC. (the "Corporation") pursuant to Section 607.187 of the Florida Business Corporation Act, and hereby adopts the following amendment to the Corporation's Articles of Incorporation.

I. Article V of the Articles of Incorporation filed on March 19, 2001 is hereby amended to read as follows:

"Article V Capital Stock"

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of common stock having no par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors."

II. The foregoing Amendment to the Articles of Incorporation was approved by all of the Shareholders of the Corporation on January 31, 2006.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Amendment this 31 day of January, 2006.

VINTAGE HOMES OF GRAND PALMS, INC.

By: 

Malcolm Resnick, President

**PLAN OF REORGANIZATION AND RECAPITALIZATION
OF VINTAGE HOMES OF GRAND PALMS, INC.
PURSUANT TO §368(a)(1)(E) OF THE INTERNAL REVENUE CODE**

I. Amend Article III of the Company's Articles of Incorporation to Read as Follows.

"Article V. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of common stock having no par value per share. The consideration to be paid for each share shall be fixed by the Board of Directors."

II. Exchange of Stock.

The Corporation's authorized Common Stock is Five Hundred (500) shares. The issued Common Stock (\$1.00 par value) is currently held by the following shareholders in the following amounts:

MALCOLM RESNICK- Fifty (50) shares, \$1.00 par value; and

MARLENE RESNICK- Fifty (50) shares, \$1.00 par value.

MALCOLM RESNICK and MARLENE RESNICK, shall surrender all of the common stock (\$1.00 par value) of the Corporation which is issued and outstanding (the "Surrendered Shares") in exchange for new common stock (stated value per share) (the "Exchanged Shares") to be issued by the Corporation in the following amounts, upon receipt of the Surrendered Certificates:

MALCOLM RESNICK- Five Hundred Thousand (500,000) shares, no par value per share;
and

MARLENE RESNICK- Five Hundred Thousand (500,000) shares, no par value per share.

The Fair Market Value of the Surrendered Shares shall equal the Fair Market Value of the Exchanged Shares, as determined by the Board of Directors, either by themselves, or through outside appraisal, as the Board of Directors may determine.

This Plan of Reorganization shall at all times be subject to the rights of any dissenting Shareholders under Florida Statute §607.247 or any other applicable provision of Florida law.