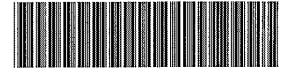
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10/25/02-01105--017 **45.75

Amend.



October 23, 2002.

The Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Florida 32314

Dear Secretary,

Please amend the initial articles of incorporation as indicated on the attached forms. The amendments are to be applied to:

New Augustine Construction, Inc. New Augustine Properties, Inc. New Augustine Homes, Inc.

Please return Certified copies of the amendments to:

Gregory C. King
New Augustine
3505-5 US 1 South
St. Augustine, Florida 32086

904/794-2712

Thank you for your assistance.

Sincerely,

Gregory C. King

DIVISION OF CORPORATIONS

02 OCT 25

ARTICLES OF AMENOMENT TO _____ ARTICLES OF INCORPORATION OF

·	New	Augustine	Construction	. Inc.
)		
	· · · · · · · · · · · · · · · · · · ·	(prese	ent name)	

(Document Number of Corporation (If known)

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 6 Initial Board of Directors is amended to change the initial directors to:

Don Davino 3505-5 USI South St. Augustine, Florida 32086

Gregory C. King

11 San Jose Drive.

Palm Coast, Florida 32137

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: October 13, 2002
FOURTH	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes east for the amendment(s) was/were sufficient for approval.
C	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.
ŢX.	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 23rd day of October, 2002
Signature	Arenom CKnj VP and Secretary
-	(By the Chairpan or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	GREGORY C. King
	Vice President, Secretary
	and incorpopator -