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BASIC AMENDMENT

SHOMA XI, INC.

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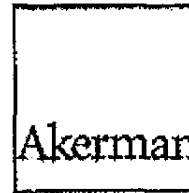
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DIVISION OF CORPORATIONS

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SHOMA XI, INC.,
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Article I of the Articles of Incorporation of **SHOMA XI, INC.**, a Florida corporation filed on August 12, 2002 under Document # P02000087123, hereinafter referred to as the "Corporation", is amended to read as follows:

ARTICLE I Name

The name of the Corporation is **SHOMA HOMES AT KEYS COVE - PHASE II, INC.**

The foregoing Amendment to the Articles of Incorporation of the Corporation was proposed and unanimously approved by the sole shareholder and all of the directors of the Corporation by Joint Written Consent effective as of November 15, 2004.

IN WITNESS WHEREOF, the undersigned Vice President of the Corporation has executed these Articles of Amendment this 16 day of November, 2004.

SHOMA XI, INC., a Florida corporation


Tama Martin, Vice President

AUDIT FAX NO.: H 04000230090 3

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M1783504;1

**UNANIMOUS JOINT WRITTEN CONSENT
OF THE DIRECTORS AND THE SOLE SHAREHOLDER OF
SHOMA XI, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being the sole shareholder and all of the directors of **SHOMA XI, INC.**, a Florida corporation, (the "Corporation"), pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act, hereby take the following actions:

WHEREAS, the undersigned, being the sole shareholder and all of the directors of the Corporation desire to amend the name of the Corporation;

NOW, THEREFORE BE IT, RESOLVED, that Article I of the Articles of Incorporation of the Corporation shall be amended to change the name of the Corporation to **SHOMA HOMES AT KEYS COVE - PHASE II, INC.**

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized and directed to file with the Florida Secretary of State an amendment to the Corporation's Articles of Incorporation reflecting the foregoing resolution.

IN WITNESS WHEREOF, the undersigned, being the sole shareholder and all of the directors of the Corporation, have executed this consent effective as of this 16 day of November, 2004.

**SHOMA DEVELOPMENT CORP.,
Sole Shareholder**

By Tania Martin
Tania Martin, Vice President

DIRECTORS:

Masoud Shojae
Masoud Shojae

Maria Lamas de Shojae
Maria Lamas de Shojae