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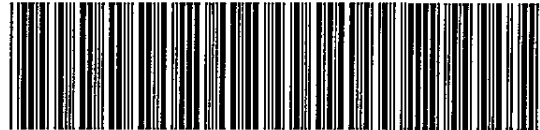
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TALLAHASSEE, FLORIDA

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T BROWN OCT 14 2003

LAW OFFICES
NEILL, GRIFFIN, FOWLER, TIERNEY, NEILL & MARQUIS

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL*
CHESTER B. GRIFFIN**
MICHAEL D. FOWLER*
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.*
RENÉE MARQUIS-ABRAMS*

October 8, 2003

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*BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER
**BOARD CERTIFIED TAXATION LAWYER
*BOARD CERTIFIED CIVIL TRIAL LAWYER

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: PRIME HOMES & DEVELOPMENT, INC.

Dear Sir:

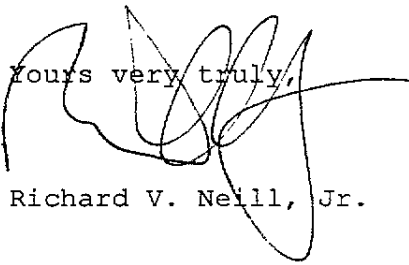
Enclosed is the original Articles of Amendment to the Articles of Incorporation of Prime Homes & Development, Inc. changing the name to ARCADIA HOMES, INC.

Please file the same and furnish the undersigned with a certified copy of the Amendment as filed.

Also enclosed is our firm's check in the amount of \$43.75 representing your filing fee for the Amendment of \$35.00 and \$8.75 for the certificate.

For your convenience, we also enclose a stamped, self-addressed envelope.

Yours very truly,


Richard V. Neill, Jr.

/b
Encs.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

PRIME HOMES & DEVELOPMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1001 et seq. of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Prime Homes & Development, Inc.
2. Article I of the original Articles of Incorporation is deleted and the following Article I is substituted in lieu thereof:

ARTICLE I

The name of the corporation is: ARCADIA HOMES, INC.

3. This Amendment was adopted on October 8th, 2003.
4. This Amendment was duly adopted by the Board of Directors of the Corporation at a meeting held for that purpose on October 8th, 2003. The Amendment was approved unanimously by the Directors.
5. This amendment was approved by the shareholders unanimously and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, I hereunto subscribe my name on this 8th day of October, 2003.

ARCADIA HOMES, INC.

W.A. GILMOUR
WILLIAM A. GILMOUR, President

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 8th day of October, 2003, by WILLIAM A. GILMOUR, who has presented DRIVERS LICENSE as identification.

Harriett M. Brown
NOTARY PUBLIC,
State of Florida at Large
My Commission Expires: 10-23-06



Harriett M. Brown
MY COMMISSION # DD144533 EXPIRES
October 23, 2006
BONDED THRU TROY FAIN INSURANCE, INC.