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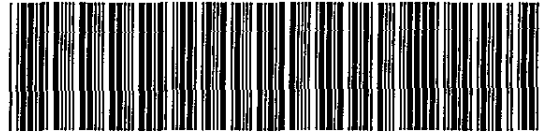
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAY 15 PM 4:09

Amendment
05/20/03
DC

BILL MCFARLAND, P.A.

Attorney at Law

2930 Del Prado, Suite D, Cape Coral, Florida 33904
P.O. Box 101612, Cape Coral, Florida 33910

Phone: (239) 549-5680
Fax: (239) 549-0932

May 13, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Hello.

Enclosed is a check for \$43.75 (\$35.00 plus \$8.75 for a certified copy) to cover the expense of filing the enclosed Amendments to Articles of Incorporation for **SARA HOMES REALTY GROUP, INC.**
Please file and return to:

Bill McFarland, P.A.
P.O. Box 101612
Cape Coral, Florida 33910

If you need anything else in order to fulfill this request,
please contact me at the phone number or address listed above.

Thank you for your time and attention.

Sincerely,

A handwritten signature in cursive script, appearing to read "Bill McFarland", with a large, stylized loop at the end.

Bill McFarland, Esquire

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

SARA HOMES REALTY GROUP, INC.

P03000006431

(Document number)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Florida Statute § 607.1006, and those other that apply, this Florida profit corporation adopts the following articles of amendment to it's articles of incorporation.

KNOW ALL MEN BY THESE PRESENTS that all of the following articles of SARA HOMES REALTY GROUP, INC. are hereby amended and or adopted on May 13, 2003:

ARTICLE II - PRINCIPAL OFFICE

PRINCIPAL OFFICE - The principal office of this corporation shall be located at:

615 W. CAPE CORAL PARKWAY, #204
CAPE CORAL, FLORIDA 33914
LEE COUNTY, FLORIDA

ARTICLE IV - REGISTERED AGENT

REGISTERED AGENT - Bill McFarland, 2930 Del Prado, Suite D, Cape Coral, Florida 33904, hereby accepts the appointment of Registered Agent, and agrees to act in this capacity until such time as a new Registered Agent is designated by a majority vote of the common

shareholders when a quorum is present.

ARTICLE VI - BOARD OF DIRECTORS

BOARD OF DIRECTORS - Subsequent to June 15, 2003, the Board of Directors shall consist of at least one (1) shareholder, and the names of those agreed upon from May 1, 2003 until such time as the Board is changed by a majority vote of the shareholders are:

NAME	RESIDENCE
Sergio I. Campanioni	17060 SW 53 Court Miramar, Florida 33027
Roy H. Huggins	2516 SE 2 nd Avenue Cape Coral, Flroida 33904
Alfredo Gonzalez	18528 NW 19 th Street Pembroke Pines, Florida 33029
Maria Hernandez	123 Samora Avenue, #103 Coral Gables, Florida 33134

KNOW ALL MEN BY THESE PRESENTS that the following articles of **SARA HOMES REALTY GROUP, INC.** are hereby adopted/added:

- 7) OFFICERS - The names and addresses of the officers for May 1, 2003 until December 31, 2003 are as follows.

NAME	RESIDENCE	POSITION
Roy H. Huggins	2516 SE 2 nd Avenue Cape Coral, Florida 33904	President
Sergio I. Campanioni	17060 SW 53 Court Miramar, Florida 33027	V-President
Alfredo Gonzalez	18528 NW 19 th Street Pembroke Pines, Florida 33029	Secretary
Maria Hernandez	123 Samora Avenue, #103 Coral Gables, Florida 33134	Treasurer

- 8) CORPORATE PURPOSE - The corporation is formed for the following purposes:

The purpose of this corporation is to invest in real estate within the state of Florida; and to engage in any or all lawful acts or activities for which corporations are permitted under the laws of the United States and of the State of Florida.

- 9) CORPORATE TERM - The Corporation shall continue for the term of Indefinite.
- 10) PERSONAL LIABILITY - Neither the above referenced corporation, the above referenced corporation's Board of Directors, or any other person or entity with which the above referenced corporation engages in business activities shall have the authority to impose liability on any shareholder without specific written authorization of the shareholder. Said written authorization shall be kept on file and available for inspection by legitimate authorities.
- 11) VOTING RIGHTS - Each share, upon issuance to a designated shareholder, represented by certificate, which has been recorded in the corporate books, shall be entitled to one (1) vote in those matters requiring a vote of the shareholders.
- 12) CUMULATIVE VOTING - Cumulative voting, for any purpose, is not authorized under these articles. All issues requiring a shareholder vote shall be decided by a majority vote of the common shareholders of record. Such vote shall only be valid and binding upon the corporation and other shareholders when a quorum is present.
- 13) QUORUM - To constitute a quorum for corporate votes, sixty-six percent (66%) of the outstanding common shareholders of record are required to be present (conference calls, or other means found acceptable shall constitute presence).
- 14) CERTIFICATED STOCK - All stock issued by this corporation shall be evidenced by a certificate signed by the President and the Secretary of the corporation. The corporation must issue all stock to a specific shareholder of record. Use of bearer-certificated stock is prohibited. Only those entities on record with **SARA HOMES REALTY GROUP, INC.** as being shareholders will be recognized and are entitled to vote on corporate matters. No other entities, individual or otherwise, shall be considered a shareholder of the corporation except those entities holding a validly issued stock certificate of the corporation and who are on record with the corporation as the owner of that specific stock certificate.
- 15) RESTRICTIONS ON TRANSFER - All stock issued by this corporation shall be nontransferable unless offered to existing shareholders first. To satisfy this requirement the offer must be noted in

the corporate books and the offer must be at the same terms and conditions as the stock is being offered to the nonshareholder. Once offered, existing shareholders can purchase the offered stock either on a pro rata basis, in whole, or in part. Any stock remaining after being offered to existing shareholders may then be sold to the nonshareholder at no less than the same terms and conditions as the stock was purchased by the existing shareholders. However, stock that has been offered to the existing shareholders and is not purchased by the existing shareholders within thirty (30) days may then be transferred to the nonshareholder and the corporation is required to issue a new stock certificate and to make the necessary transfer entries in the corporate records.

- 16) NOTICE OF RESTRICTION ON TRANSFER OF STOCK - Any and all restrictions on the transfer of corporate stock shall be noted on the stock certificate. In the alternative, the certificate will state that the corporation will furnish a full statement of the restrictions upon request.
- 17) TRANSFER OF STOCK - Any transfer of corporate stock becomes valid only when the transfer has been registered in the corporate records and the corporation has issued a new certificate.
- 18) TREASURY SHARES - Shares, which have been issued and then reacquired by the corporation, shall not become treasury shares. Those shares reacquired by the corporation shall be deemed non-issued and non-outstanding.
- 19) PREEMPTIVE RIGHTS - Each shareholder, upon the sale of any new class of stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price and terms at which it is offered to others.
- 20) CONTRACT FOR SERVICES - The Board of Directors are hereby authorized to issue stock for services rendered to the corporation. However, said stock will only be issued pursuant to written agreement and upon a determination by the Board of Directors that all services have been performed by the entity exchanging services for shares. Further, said shares issued for services rendered shall be the only exception to the above referenced Paragraph # 19 - Preemptive Rights.
- 21) QUORUM OF THE BOARD OF DIRECTORS - A majority of the Board of Directors shall constitute a quorum. Any action undertaken by the Board of Directors shall be considered valid when said action is approved by a majority of the Board of Directors at a meeting wherein a majority of the Board of Directors is present. Additionally, each director shall be entitled to one vote only.
- 22) JURISDICTION AND VENUE. All shareholders, whether alleged or

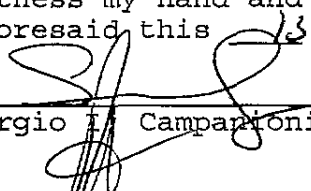
otherwise, hereby agree and accept that jurisdiction and venue of any legal proceeding undertaken by a shareholder, whether against the corporation or an action undertaken by a shareholder in which the corporation is a named party, shall be had only in the location of the principal office of the corporation. Said principal office of the corporation shall be located in Lee County, Florida until such time as the principal office location is changed, and this Article amended, by a majority of the Board of Directors or a majority of the shareholders.

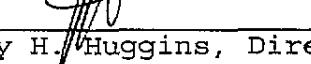
- 23) SAVINGS CLAUSE. Should a court of competent jurisdiction declare any part of these Articles invalid, the rest of the Articles shall remain in effect and all parties agree to be bound thereby.

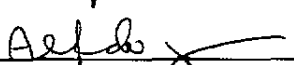
We, the undersigned, being the majority of the existing Board of Directors, do hereby certify that the foregoing constitutes the Articles of Amendment.

Said Articles of Amendment were adopted by a majority of the Board of Directors of **SARA HOMES REALTY GROUP, INC.** without shareholder action and shareholder action was not required.

Witness my hand and official seal in the County and State last aforesaid this 13 day of MAY, A.D. 2003.


Sergio I. Campanioni, Chairman of the Board of Director


Roy H. Huggins, Director


Alfredo Gonzalez, Director

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared Sergio I. Campanioni, Roy H. Huggins, and Alfredo Gonzalez, all of **SARA HOMES REALTY GROUP, INC.**, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification for the above named person: Personally known or, and that an oath (was) (was not) taken.

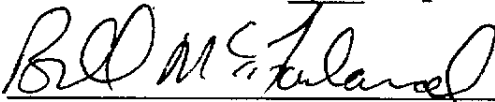

Bill McFarland
Commission # CC 971541
Expires Oct. 1, 2004
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY SIGNATURE

REGISTERED AGENT

Bill McFarland, 2930 Del Prado Boulevard, Suite D, Cape Coral, Florida 33904, hereby accepts the appointment of Registered Agent for SARA HOMES REALTY GROUP, INC., a Florida corporation, and agrees to act in this capacity until such time as a new Registered Agent is designated by a simple majority vote of the shareholders.

Witness my hand and official seal in the County and State last aforesaid this 13 day of MAY, A.D. 2003.

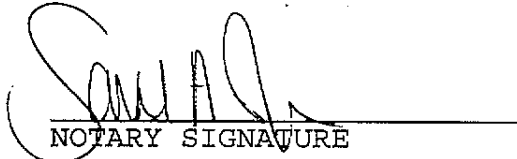



Bill McFarland

**STATE OF FLORIDA
COUNTY OF LEE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared BILL MCFARLAND known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification of the above named person:

personally known or _____,
and that an oath (was) (was not) taken.


NOTARY SIGNATURE

 Sarah A. Johnsen
Commission # DD134006
Expires July 15, 2006
Bonded Thru
Atlantic Bonding Co., Inc.
NOTARY SEAL