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BASIC AMENDMENT

HB MODEL HOMES, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF HB MODEL HOMES, INC.

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of MODEL HOMES, INC., a Florida corporation (the "Corporation"), are hereby amended as follows:

- 1. The name of the Corporation is HB MODEL HOMES, INC.
- Article I of the Articles of Incorporation of the Corporation is hereby amended to read
 as follows:

"ARTICLE I - NAME

The name of the corporation is:

Henderson Brothers Model Homes, Inc."

- 3. The foregoing amendment was adopted on July _______, 2005, by the written consent of the shareholders of the Corporation in accordance with the provisions of Sections 607.1003(6) and 607.0704 of the Florida Statutes.
- 4. The sole voting group entitled to consent in writing to this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by the written consent of that voting group was sufficient for approval by it.

HB MODEL HOMES, INC.

By:

Aller E. Henderson, President