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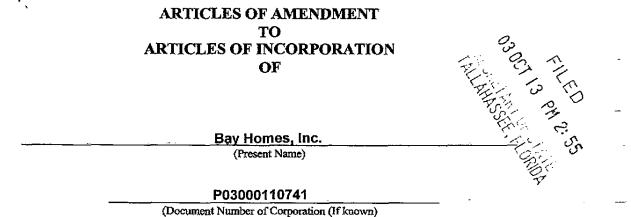


James A. Batenchuk 2316 Overbrook Ave. N. Belleair Bluffs, Fl 33770

Cell Phone 440 263-6609 Home Phone 727 559-7705

Thank You for your help.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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 1: Name to be Amended to.

Bay Homes Realty, Inc.

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: 10/13/03
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
<u> </u>	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. Only 1 party, myself.
E	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
C	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
ŗ	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 10 day of OCTOBER 2003
	Signature: (By a director) president or other officer - if directors or officers have not been selected, by an incorporator if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)