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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)634-3694 Fax Number: (305)633-9696 SECRETARY OF STATE SECRETARY OF STATE

BASIC AMENDMENT

LUXURY HOMES OF BOCA, INC.

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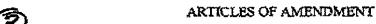
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ARTICLES OF INCORPORATION

LUXURY HOMES OF BOCA, INC.

(Present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendments (s) adopted: (indicate article number (s) being

Amended, added or deleted)

#P03000112450 ARTICLE IX. Officier Name. Delete Ward Weatherman as Secretary/Director, at 2621 N. Federal Hwy, Boca Raton,

FL. 33482.

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: 05-15-03

FOUTH: Adoption of Amendment (s) (check one)

The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

The amendment (8) was/were adopted by the board the board of directors without shareholder action was not required.

X The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

The amendment (s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitles to vote separately on the amendment (s).

The number of votes cast for the amendment (s) was/were sufficient for approval by

Voting group

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Signed this 22th day of October, 2003
Byx Mechelle Celeb
(Chairman or Vice President of the Board of directors,
President or other officer if adopted by the shareholders)
(A director or incorporator if adopted by the directors or incorporators
Michelle Weatherman Michelle Lebentherman (Typed or printed name)
(Typed or printed name)
President.
(Title)