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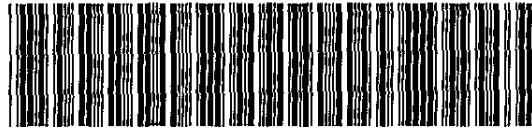
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SECRETARY OF STATE
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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March 10, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Shelby Homes at Millstone, Inc.

Filing Evidence

☒ Plain/Confirmation Copy

☐ Certified Copy

Retrieval Request

☐ Photocopy

☐ Certified Copy

Type of Document

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AMENDED ARTICLES OF INCORPORATION OF
SHELBY HOMES AT MILLSTONE, INC.

LAW OFFICES OF
NELSON & LEVINE, P.A.

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North Miami Beach, Florida 33160
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**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF SHELBY HOMES AT MILLSTONE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the provisions of Florida Statutes Sections 607.1003 and 607.1006, SHELBY HOMES AT MILLSTONE, INC., a Florida corporation, hereby amends its Articles of Incorporation dated October 21, 2003 and filed on October 22, 2003, as follows:

1. The name of the corporation is SHELBY HOMES AT MILLSTONE, INC.
2. The text of the amendment is as follows:

Article IV of the existing Articles of Incorporation of the Corporation, which relates to the capital stock, is hereby deleted in its entirety and the following new Article IV shall be inserted in lieu thereof:

ARTICLE IV
CAPITAL STOCK

The capital stock authorized, the par value thereof and the class of such stock shall be as follows:

NO. OF SHARES AUTHORIZED	PAR VALUE PER SHARE	TYPE OF STOCK
1,000	\$1.00	Class A Common Stock
9,000	\$1.00	Class B Common Stock


Holders of Class A Common Stock shall have the same rights and preferences as the holders of the Class B Common Stock, except that the holders of the Class B Common Stock shall have no voting rights whatsoever.

3. The amendment is adopted this 9th day of March, 2006.

4. The Amendment was unanimously adopted by the director and sole shareholder of the Corporation on March 9, 2006.

IN WITNESS WHEREOF, the undersigned Director and sole Shareholder of the Corporation has hereunto set his hand and seal this 9th day of March, 2006.

SHELBY HOMES AT MILLSTONE, INC.



ROBERT SHELLEY, Director/Shareholder

**CERTIFICATE OF APPROVAL
OF SHELBY HOMES AT MILLSTONE, INC.**

This Amendment to the Articles of Incorporation contains an Amendment to Article IV of the Articles of Incorporation, which were filed on October 22, 2003. The Amendment seeks to replace the prior Article IV with new provisions providing for two classes of Common Stock.

The board of directors recommended this Amendment to the sole shareholder, pursuant to Florida Statutes Section 607.1003. The sole shareholder unanimously approved the recommendation via a Written Consent executed on the 9th day of March, 2006.

The undersigned has executed this Certificate of Approval as of the 9th day of March, 2006.

SHELBY HOMES AT MILLSTONE, INC.



ROBERT SHELLEY, President

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