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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INITIAL OFFICERS

DOCUMENT NUMBER: ARTICLE

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM CHARLES CASTLEBERRY

(Name of Person)

CASTLEBERRY HOMES, INC.

(Name of Firm/ Company)

23281 N.W. BLACKBOTTOM RD

(Address)

ALTA, FLA 32421

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

WILLIAM C CASTLEBERRY

(Name of Person)

at (850) 762-8627

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

CASTLEBERRY HOMES, INC

(Name of corporation as currently filed with the Florida Dept. of State)

P 03006120921

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its articles of incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

ARTICLE # V

WILLIAM CHARLES CASTLEBERRY PRESIDENT AND CHAIRMAN

WILLIAM CHRISTOPHER CASTLEBERRY VICE PRES.

DAVID WAYNE SUTTON DIRECTOR

TREVA MARIE CASTLEBERRY SEC. AND TREASUR

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

The date of each amendment(s) adoption: 12/10/2003

Effective date if applicable: 12/10/2003
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by WILLIAM CHARLES CASTUBORNE
(voting group)

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

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

Signed this 10 day of DEC, 2003.

Signature William C. Castuborne

(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)

William Charles Castuborne
(Typed or printed name of person signing)

PRESIDENT (Chairman)
(Title of person signing)

FILING FEE: \$35