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J. CARTER MOORE, ESQ. P. O. Box 608405 Orlando, FL 32860

407/291-8117

E-FAX 407/386-7090

May 19, 2004

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Luxury Home Builders, Inc.

Dear Sir:

Enclosed you will please find the Resolution of the above corporation changing the number of Directors and the its officers and directors. Please make the change in the public records of the Secretary of State. Also enclosed is my check in the amount of \$35.00 to cover the cost of filing. Please send the certificate to me at the above address.

Thank you for your assistance in this matter.

Yours truly,

J. Carter Moore

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF LUXURY HOME BUILDERS, INC.

Pursuant to the provisions of Section 607.1006 of The Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment of Incorporation.

Article 1 - Name

The name of the corporation is LUXURY HOME BUILDERS, INC. (hereinafter referred to as the "Corporation") and its Charter Number is P04000015218.

Article II - Adoption and Text of Amendments

Upon unanimous vote the Directors and Shareholders of the Corporation approved a resolution amending the Articles of Incorporation to change the number of Directors to two. The Directors are MICHAEL E. GALAVOTTI and EDWARD L. GALAVOTTI. It was further approved that the President of said Corporation is MICHAEL E. GALAVOTTI and the Secretary/Treasurer is EDWARD L. GALAVOTTI. The following is a true and correct copy of the resolution amending the Articles of Incorporation:

RESOLVED, that the Articles of Incorporation be amended to change the number of Directors to two. The Directors shall be as follows:

MICHAEL E. GALAVOTTI 1050 Capris Isles Blvd. C-104 Venice, FL 34292

EDWARD L. GALAVOTTI 1539 Deerbrooke Trail Cheyenne, WY 82009-1821

The officers of said corporation shall be MICHAEL E. GALAVOTTI, President and EDWARD L. GALAVOTTI, Secretary/Treasurer

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of the State of Florida.

Dated this 19th day of May, 2004.

LUXURY HOME BUILDERS, INC.

Michael E. Galavotti, President

Secretary