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DIVISION OF CORPORATIONS

BASIC AMENDMENT

PRADO HOMES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

Amend
mm
5/28/04

Audit # H04000115465
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PRADO HOMES, INC.**

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:

**ARTICLE VII
Board of Directors**

This Corporation shall have Three director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

Name and Address
**VICTORIANO MARTINEZ
18 MARTINQUE AVENUE
DAVIS ISLAND, FL 33606**

**FELIX MARTINEZ
8208 N. CAMERON AVENUE
TAMPA, FL 33614**

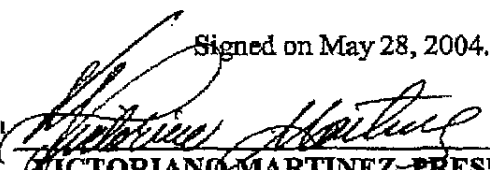
**MARIO ESPAILLAT
6620 N. HALE AVE.
TAMPA, FL 33614**

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The Adoption of Amendment(s) was/were adopted by the board of directors on May 28, 2004 without shareholder action and shareholder action was not required.

Signed on May 28, 2004.

Signature


VICTORIANO MARTINEZ, PRESIDENT/DIRECTOR

¹This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.