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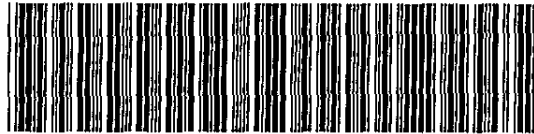
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TALLAHASSEE, FLORIDA

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March 31, 2005

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

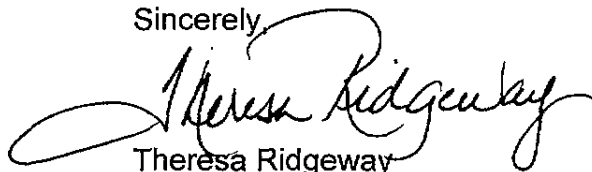
RE: River City Homes Realty of Palm Coast, Inc./Articles of Amendment

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-referenced corporation together with our firm check in the amount of \$35.00 representing the filing fee. Please file the enclosed and return same to me at your earliest opportunity.

Thank you most cordially for your assistance in this regard. Should you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Theresa Ridgeway
Legal Assistant

/tr
Enclosure

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
RIVER CITY HOMES REALTY OF PALM COAST, INC.**

Document Number P04000115684

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: Amendments adopted:

ARTICLE VI-INITIAL BOARD OF DIRECTORS is being deleted in its entirety and amended as follows:

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of the person who is to serve as the member thereof is:

<u>Name</u>	<u>Address</u>
Michael Braniff	12412 San Jose Blvd., Suite 104 Jacksonville, Florida 32207

The Officers of this corporation shall be as follows:


<u>Name</u>	<u>Address</u>	<u>Title</u>
Michael Braniff	12412 San Jose Blvd., Suite 104 Jacksonville, Florida 32207	P
Thomas Vincent Caloia	12412 San Jose Blvd., Suite 104 Jacksonville, FL 32207	VP

SECOND: The date of the amendment's adoption: March 29th, 2005.

THIRD: There are no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

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Signed this 29th day of March, 2005.



R.R. Crabtree, Authorized Representative
of Michael Braniff