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REALTY ACQUISITIONS & TRUST INC.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
REALTY ACQUISITIONS & TRUST INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, REALTY ACQUISITIONS & TRUST INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Realty Acquisitions & Trust Inc.

2. That pursuant to authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation, said Board of Directors adopted a resolution providing for the designation of a Series of 1,000 shares of Series B Preferred Stock pursuant to a unanimous written consent, dated May 31, 2006.

3. Article IV of the Articles of Incorporation is hereby amended to add the following:

"ARTICLE IV. CAPITAL STOCK"

(b) By unanimous written consent of the Board of Directors of the Corporation dated May 31, 2006, the Board of Directors designated one thousand (1,000) shares of the Preferred Stock as Series B Preferred Stock with the designations, powers, preferences and rights, and the qualifications, limitations or restrictions hereof, as hereinafter described.

i. Designation. The designation of the said series of Preferred Stock shall be the "Series B Preferred Stock" (the "Series B Preferred").

ii. Number of Shares; Par Value and Stated Capital. The number of shares of Series B Preferred shall be limited to 1,000. The shares of Series B Preferred shall be issued as full shares, and shall have a stated value of \$1,000.00 per share ("Stated Value").

iii. Dividends. There are no dividend rights applicable to the shares of Series A Preferred.

iv. Liquidation. There are no liquidation preferences applicable to the shares of Series A Preferred.

v. Voting. The shares of Series B Preferred shall have no voting rights except as provided and mandated under the laws of the State of Florida.

vi. Conversion. There are no conversion features applicable to the shares of Series B Preferred.

vii. No Preemptive Rights. No holder of any shares of Series B Preferred, as such, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of shares of any class or series, junior or senior thereto, or securities convertible into, exchangeable

for, or exercisable for the purchase of, shares of any class or series, junior or senior, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

viii. Redemption. The Corporation shall redeem each share of the Series B Preferred for an amount equal to the following: (a) in the event the Company sells the property ("Property") it purchases with the proceeds received pursuant to the Confidential Term Sheet dated January 1st, 2006 ("Term Sheet") within 6 months from the purchase of the Property, the redemption shall be in the amount equal to 120% of the Stated Value per share, or (2) in the event the Corporation sells the Property after 6 months from the purchase of the Property, the redemption shall be in the amount equal to 125% of the Stated Value per share.

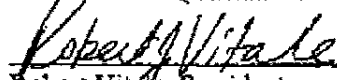
ix. Rank. The Series B Preferred Stock shall rank *pari passu* with any other series of preferred stock hereafter designated by the Corporation and not designated as senior securities or subordinate to the Series B Preferred Stock.

4. Except as modified herein, the Articles of Incorporation of the Corporation shall remain in full force and effect.

5. These Articles of Amendment were adopted by the unanimous consent of the Corporation's Board of Directors on May 31, 2006 and no shareholder consent was required for the adoption thereof pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation of said Corporation.

Dated this 31st day of May 2006.

REATLY ACQUISITIONS & TRUST, INC.


Robert Vitale, President