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REALTY ACQUISITIONS & TRUST INC.

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DIVISION OF CORPORATIONS

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*Amend and
certify
4-17-07*

**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 Amendment to its Articles of Incorporation.

1. The name of the corporation is Realty Acquisitions & Trust Inc.
2. Article IV of the Articles of Incorporation is hereby amended to delete the first paragraph and replace with the following paragraph:

"ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 35,000 shares consisting of 10,000 shares of common stock, par value \$1.00 per share, and 25,000 shares of preferred stock, par value \$1.00 per share. The shares of preferred stock may be created and issued from time to time, in such series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

3. 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 10,000 shares of Series D Preferred Stock pursuant to a unanimous written consent dated April 3, 2007.

4. 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 April 3, 2007, the Board of Directors designated ten thousand (10,000) shares of the Preferred Stock as Series D 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 D Preferred Stock" (the "Series D Preferred").

ii. **Number of Shares; Par Value and Stated Capital.** The number of shares of Series D Preferred shall be limited to 10,000. The shares of Series D 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 D Preferred.

iv. Liquidation. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock may at their sole option elect to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of common stock by reason of their ownership thereof, an amount per share equal to \$0.001 for the outstanding shares of Series D Preferred Stock. Upon the completion of this distribution and any other distribution that may be required with respect to series of preferred stock of this Corporation that may from time to time come into existence, if assets remain in this Corporation the holders of the common stock of this Corporation shall receive all of the remaining assets of this Corporation. For purposes of this Section, a liquidation, dissolution or winding up of this Corporation shall be deemed to be occasioned by, or to include, (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions including, without limitation, any reorganization, merger or consolidation but, excluding any merger effected exclusively for the purpose of changing the domicile of the Corporation or any transaction in which the Corporation is the surviving entity or (ii) a sale of all or substantially all of the assets of the Corporation unless the Corporation's shareholders of record as constituted immediately prior to such transaction will, immediately after such transaction (by virtue of securities issued as consideration in the transaction) hold at least 50% of the voting power of the surviving or acquiring entity. Whenever a distribution provided for in this Section shall be payable in securities or property other than cash, the value of such distribution shall be the fair market value of such securities or other property as determined and agreed to by the Board of Directors of this Corporation.

v. Voting. The shares of Series D 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 D Preferred.

vii. No Preemptive Rights. No holder of any shares of Series D 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 D Preferred Stock in an aggregate amount equal to 120% of the Stated Value per share, which redemption amount shall be paid from time to time out of the proceeds received from and when the Company sells the properties it purchases, improves, develops or finances ("Properties") with the proceeds received from the sale of its Series D Preferred Stock pursuant to the Confidential Term Sheet dated April 3, 2007 on a pro rata basis with all funds invested in the Properties.

ix. Rank. The Series D 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 D Preferred Stock.

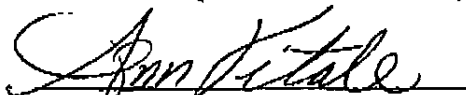
5. Except as modified herein, the Articles of Incorporation of the Corporation shall remain in full force and effect.

6. The following Amendments to the Articles of Incorporation were adopted by the written consent of the board of directors and shareholders of the Corporation being the holders of that number of shares of Common Stock of the Corporation entitled to vote thereon and having no less than the minimum

number of votes necessary to authorize or take such action, pursuant to written consent of such directors and shareholders as of the 3rd day of April, 2007, in a manner prescribed by the Florida Business Corporation Act, Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, to be effective upon a filing with the Secretary of State. The number of voting capital stock consenting to the Amendments was sufficient for approval of the Amendments.

Dated this 3rd day of April 2007.

REATLY ACQUISITIONS & TRUST, INC.


Ann Vitale, President