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BASIC AMENDMENT

SHEA REAL ESTATE SPECIALISTS, INC.

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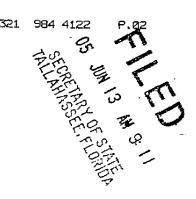
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6/13/2005

ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF SHEA REAL ESTATE SPECIALISTS, INC.



The undersigned hereby submits to the Florida Secretary of State these Articles of Amendment of the Articles of Incorporation of SHEA REAL ESTATE SPECIALISTS, INC., in accordance with Section 607.0602, *Florida Statutes*.

- 1. The name of the corporation is SHEA REAL ESTATE SPECIALISTS, INC.
- 2. These Articles of Amendment were adopted on the 9th day of June, 2005.
- 3. These Articles of Amendment were duly adopted by the board of directors of the Corporation under the authority of Section 607.0602, Florida Statutes. The voting group entitled to vote on the foregoing amendment is the holders of common shares of the corporation. The number of votes cast in favor of the amendment was one hundred (100) of the one hundred (100) common shares eligible to vote. The number of votes cast for such amendment by such voting group was unanimous and thus sufficient for approval by such voting group.
 - 4. These Articles of Amendment add the following Articles:

"ARTICLE VI INITIAL OFFICERS AND DIRECTORS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

Patrick F. Healy, Esq. GrayRobinson, P.A. 1800 W. Hibiscus Blvd., Suite 138 Melbourne, FL 32901 321-727-8100 321-984-4122 B. The name and address of the initial officer(s) and director(s) of this corporation are as follows:

Name and Address

Title

Christine Marie Shea 5935 Pine Sap Avenue Grant, Florida 32949 Director/President, Secretary and Treasurer

ARTICLE VII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders,"

The foregoing amendment shall become effective upon the filing of these Articles
of Amendment with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this // date of June, 2005.

Christine Manie Shea, President