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BASIC AMENDMENT

TRITON HOUSING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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TALLAHASSEE, FLORIDA

APD
6/20/05

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TRITON HOUSING, INC.**

TRITON HOUSING, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by the Corporation shall be 5,000,000 shares of common stock, of which 3,000,000 shares shall be designated as "Class A Voting Common Stock", each with a par value of \$.001 and 2,000,000 shares shall be designated as "Class B Non Voting Common Stock", each with a par value of \$.001. Each share of issued and outstanding Class A Voting Common Stock shall entitle the holder thereof to fully participate in all shareholders meetings, to cast one vote on each matter with respect to which shareholders have the rights to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution. The shares of the Corporation's Class B Non Voting Stock shall have all of the rights and privileges of the Corporation's Class A Voting Stock, however, such shares shall not have voting privileges."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendments recited in Section 1. above have been duly adopted in accordance with the provisions of §607.0821, .0704, .1003 and .1006, Florida Statutes, the shareholders and directors of the corporation having executed a written statement, dated June 17, 2005, manifesting their intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 17th day of June, 2005.

TRITON HOUSING, INC.

By: 

William Sandman, President

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