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BASIC AMENDMENT

MANDARIN TOWN BUILDERS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MANDARIN TOWN BUILDERS, INC. (DOCUMENT NUMBER: P05000036897)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its Articles of Incorporation:

FIRST: Amendment adopted: (Indicate article number(s) being amended, added or deleted.)

The Amendment made to the Corporation's Articles of incorporation is as follows:

Article III. of the Articles of Incorporation of the Corporation is hereby amended, changed and altered to read as follows:

"ARTICLE IIL

The Corporation is authorized to issue a total of 2,000 shares of common stock, one dollar (\$1,00) par value per share, of which 1,000 shares shall be Class A voting common stock and 1,000 shares shall be Class B non-voting common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) At all meetings of the shareholders, the Class A voting common shareholders shall be entitled to east one (1) vote for each share of Class A voting common stock owned.
- (b) Except as otherwise provided by law, the entire voting power for the election of the directors and for all other purposes shall be vested exclusively in the holders of the outstanding Class A voting common stock.
- (c) With the exception of voting rights, each share of common stock shall have the same characteristics regardless of class."

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

SECOND: The date of this amendment's adoption is as of May 19, 2005.

THIRD: Adoption of Amendments. The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Signed this ___ day of May, 2005.

Michael Garcia-Carrillo, President

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