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From: Account Name : FAS-T CORP. AGENTS, INC.
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

147 AVENUE HOMES PHASE II, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
147 AVENUE HOMES PHASE II, INC.

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

FIRST: Amendments adopted:

ARTICLE VII: The corporation shall have 3 directors constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws.

The names and address of the Board of Directors and the officers of the Corporation are:

Antonio Quinones, 3761 S.W. 139 Place, Miami, Florida 33175, President.
Ramon Castellanos, 3761 S.W. 139 Place, Miami, Florida 33175, Secretary.
Mari Castellanos, 3761 S.W. 139 Place, Miami, Florida 33175, Vice President.

SECOND: The date of the above amendment adoption is October 6, 2005.

THIRD: The forgoing Amendment was approved and adopted by the affirmative vote of the shareholders of a majority of shares entitled to vote thereon in accordance with Florida Statute Section 607.1003(2)(b). The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation this 6 day of October 2005.


Ramon Castellanos, Secretary


Mario Castellanos, Vice President


STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Ramon Castellanos, Secretary and Mario Castellanos, Vice President, and known to be, and known personally to me to be, the person who did take an oath and acknowledged and executed the foregoing Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 6 day of Oct, 2005.

My Commission Expires:




NAME: Maylene Leon-Fernando
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE COMMISSION NO.: