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(Requestor's Name)

Bill McFarland
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Cape Coral, Florida 33910

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Amend/nc
SGL

BILL MCFARLAND, P.A.
ATTORNEYS AT LAW

Bill McFarland

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August 1, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

Hello.

Enclosed is a check for \$43.75 (\$35.00 plus \$8.75 for a certified copy) to cover the expense of filing the enclosed Amendments to Articles of Incorporation for Crestone Homes Inc. Please file and return to:

Bill McFarland, P.A.
P.O. Box 101507
Cape Coral, Florida 33910

If you need anything else in order to fulfill this request, please contact me at the phone number or address listed above.

Thank you for your time and attention.

Sincerely,



Bill McFarland, Esquire

FILED
06 AUG -7 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

for

CRESTONE HOMES INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit corporation adopts the following articles of amendment to its articles of incorporation:

- FIRST: NEW CORPORATE NAME – Article I is hereby amended to reflect that the name of the corporation shall be changed from CRESTONE HOMES INC. to CRESTONE HOMES, INC.
- SECOND: OFFICERS – Article VII is hereby Amended to reflect that Randolph C. Tyson is deleted as a Vice President of Crestone Homes Inc. and to reflect the fact that Randolph C. Tyson is no longer an owner of Crestone Homes Inc. The officers shall consist of the following until such time as changed by act of the shareholders of Crestone Homes Inc.:

NAME	RESIDENCE	OFFICE
Tony C. Girard	2309 NE 25 th Terrace Cape Coral, FL 33909	P/S/T

- THIRD: BOARD OF DIRECTORS - The Board of Directors shall consist of at least one (1) shareholder, and the names of those agreed upon for the first year, or until changed by a majority vote of the shareholders, is:

NAME**RESIDENCE**

Tony C. Girard

2309 NE 25th Terrace
Cape Coral, FL 33909

FORTH: SHAREHOLDERS – Outstanding shares are reclassified to reflect the following:

Tony C. Girard, President – 6,600 shares.

Randolph C. Tyson – Zero (0) shares. Said shares having been repurchased by the corporation.

FIFTH: ADDITIONAL ARTICLES – The following Articles are hereby added:

- 1) CORPORATE TERM - The Corporation shall continue for the term of Indefinite.
- 2) INITIAL CAPITAL - The amount of capital which this corporation shall commence business is ONE HUNDRED DOLLARS (\$100).
- 3) PERSONAL LIABILITY - Neither the above referenced corporation, the above referenced corporation's Board of Directors, or any other person or entity with which the above referenced corporation engages in business activities shall have the authority to impose liability on any shareholder without specific written authorization of the shareholder. Said written authorization shall be kept on file and available for inspection by legitimate authorities.
- 4) VOTING RIGHTS - Each share, upon issuance to a designated shareholder, represented by certificate, which has been recorded in the corporate books, shall be entitled to one (1) vote in those matters requiring a vote of the shareholders.
- 5) CUMULATIVE VOTING - Cumulative voting, for any purpose, is not authorized under these articles. All issues requiring a shareholder vote shall be decided by a majority vote of the common shareholders of record. Such vote shall only be valid and binding upon the corporation and other shareholders when a quorum is present.

- 6) CERTIFICATED STOCK - All stock issued by this corporation shall be evidenced by a certificate signed by the President of the corporation. The corporation must issue all stock to a specific shareholder of record. Use of bearer-certificated stock is prohibited. Only those entities on record with CRESTONE HOMES INC. as being shareholders are entitled to vote on corporate matters.
- 7) RESTRICTIONS ON TRANSFER - All stock issued by this corporation shall be nontransferable unless offered to existing shareholders first. To satisfy this requirement the offer must be noted in the corporate books and the offer must be at the same terms and conditions as the stock is being offered to the nonshareholder. Once offered, existing shareholders can purchase the offered stock either on a pro rata basis, in whole, or in part. Any stock remaining after being offered to existing shareholders may then be sold to the nonshareholder at no less than the same terms and conditions as the stock was purchased by the existing shareholders. However, stock that has been offered to the existing shareholders and is not purchased by the existing shareholders within thirty (30) days may then be transferred to the nonshareholder and the corporation is required to issue a new stock certificate and to make the necessary transfer entries in the corporate records.
- 8) NOTICE OF RESTRICTION ON TRANSFER OF STOCK - Any and all restrictions on the transfer of corporate stock shall be noted on the stock certificate. In the alternative, the certificate will state that the corporation will furnish a full statement of the restrictions upon request.
- 9) TRANSFER OF STOCK - Any transfer of corporate stock becomes valid only when the transfer has been registered in the corporate records and the corporation has issued a new certificate.
- 10) TREASURY SHARES - Shares, which have been issued and then reacquired by the corporation, shall not become treasury shares. Those shares reacquired by the corporation shall be deemed non-issued and non-outstanding.
- 11) AUTHORITY OF THE BOARD OF THE DIRECTORS - All powers and authority associated with CRESTONE HOMES INC.'s Board of Directors is

hereby suspended. All powers and authority of the Board of Directors is vested in the common shareholders. The common shareholders can exercise these powers by a majority vote of all common stock shareholders of record when a quorum is present. However, the common shareholders of record can delegate authority to the Board of Directors to transact the corporation's business as the common shareholder's deem fit. This delegation of authority shall only become valid upon a majority vote of the common shareholders, when a quorum is present; to change the bylaws of the corporation thereby enumerating the powers of the Board of Directors within said bylaws.

- 12) QUORUM OF THE BOARD OF DIRECTORS - Should the common shareholders of the corporation vest powers, via amendment of the corporate bylaws, in the Board of Directors, all Directors must be present to constitute a quorum. Additionally, each director shall be entitled to one vote only.
- 13) AMENDMENTS TO CORPORATE ARTICLES OR BYLAWS - The power to adopt and/or amend either the corporate bylaws or these articles of incorporation is reserved unto the common stockholders. Adoption or amendment of the bylaws, or the articles of incorporation, shall be made only after approval by a majority vote of the common shareholders when a quorum is present.

SIXTH: The date of each of the Amendment's adoption is:

August 1, 2006.

SEVENTH: ADOPTION OF AMENDMENTS:

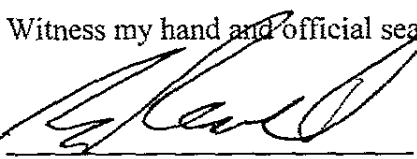
The Amendments were approved by a majority of the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

EIGHTH: The Board of Directors, consisting of Tony C. Girard, hereby approves, acknowledges, and accepts the Amendments contained herein.

I, the undersigned, being the Chairman of the Board of Directors, the majority shareholder, and

the President of CRESTONE HOMES INC., do hereby certify that the foregoing constitutes the Articles of Amendment to the Articles of Incorporation for CRESTONE HOMES INC.


Witness my hand and official seal this 3rd day of August, A.D. 2006.



Tony C. Girard, President
Chairman of the Board of Directors
Majority Shareholder

**STATE OF FLORIDA
COUNTY OF LEE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and take acknowledgments, personally appeared Tony C. Girard known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that they executed the same, that I relied upon the following form of identification for the above named person: Personally known or _____
and that on said day (was) (was not) taken.


Bill McFarland
Commission #DD362748
Expires: OCT. 14, 2008
Bonded thru Atlanta Bonding Co., Inc.

NOTARY SEAL



NOTARY SIGNATURE



PRINTED NOTARY SIGNATURE