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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
STALWART BUILT HOMES INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is STALWART BUILT HOMES INC.

SECOND: The Articles of Incorporation of this Corporation are amended by changing Article IV so that, as amended, said Article shall read as follows:

ARTICLE V

CAPITAL STOCK

1. **Authorized Capital Stock.** This Corporation is authorized to issue an aggregate of One Thousand (1,000) shares of capital stock, divided as follows:
 - A. Nine Hundred (900) shares of Common Stock, no par value per share ("Common Stock");
 - B. One Hundred (100) shares of Preferred Stock, no par value per share ("Preferred Stock").
2. **Series of Preferred Stock.** The Board of Directors is authorized to establish a series of the Preferred Stock and, by filing the appropriate Articles of Amendment with the Secretary of State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board of Directors with respect to each such series shall include, but not be limited to, determination of the following:

- (a) the number of shares constituting that series and the distinctive designation of that series;
- (b) the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that series;
- (c) whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

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- (d) whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
 - (e) whether or not the shares of that series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
 - (f) whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
 - (g) the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and
 - (h) any other relative rights, preferences and limitations of that series.
3. **Issuance of Capital Stock.** The Board of Directors shall have full authority to authorize the issuance, from time to time, without any vote or action by the shareholders, of any or all of the shares of stock of this Corporation of any class or series at any time authorized, and any options, rights or warrants to purchase or acquire any such shares, in each case to such persons and on such terms (including as a dividend or distribution on or with respect to, or in connection with a split or combination of, the outstanding shares of stock of the same or any other class or series) as the Board of Directors from time to time in its discretion lawfully may determine. Shares so issued shall be fully paid stock, and the holders of such stock shall not be liable to any further call or assessment thereon.

THIRD: Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Corporation adopts the Statement of Rights and Preferences of Preferred Stock attached hereto as Exhibit A:

FOURTH: These amendments to the Articles of Incorporation of the Corporation set forth above were adopted on February 7, 2011.

FOURTH: The number of votes cast for the amendments by the Shareholders was sufficient for approval.

Signed on February 7, 2011.

STALWART BUILT HOMES INC.

By: _____

Julius C. Poston, CEO

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