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November 7, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LAKEHILL VENTURES, INC. PO BOX 17272 CLEARWATER, FL 33762US

SUBJECT: LAKEHILL VENTURES, INC.

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF LAKEHILL VENTURES, INC.

The undersigned, as the president of LAKEHILL VENTURES, INC.., does hereby certify that the Amendment provided for herein was adopted by the stockholders and the board of directors on the 30<sup>th</sup> day of October, 2006.

- 1. Name of Corporation: LAKEHILL VENTURES, INC.
- 2. <u>Amendment Adopted</u>: Article 1 of the Articles of Incorporation is hereby amended to read as follows:

"The name of this Corporation shall be Brooke Holdings, Inc."

- 3. Stockholder Approval: All of the stockholders entitled to vote on this Amendment approved such Amendment.
- IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the 30th day of October, 2006.

LAKEHILL VENTURES, INC.

Kenneth Brooke, President

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