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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: BUTLER MOBILE HOMES, INC.

DOCUMENT NUMBER: P94000032732

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

WILLIAM S. BUTLER

(Name of Contact Person)

BUTLER HOMES, INC.

(Firm/ Company)

300 LARKWOOD DRIVE

(Address)

SANFORD, FL 32771

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

WILLIAM S. BUTLER

(Name of Contact Person)

407

221-7959

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
05 JAN 31 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

BUTLER MOBILE HOMES, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P94000032732

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

BUTLER HOMES, INC.

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

NONE

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment: (if not applicable, indicate N/A)

N/A

(continued)

The date of each amendment(s) adoption: 1/28/2005

Effective date if applicable: 1/28/2005
(no more than 90 days after amendment fil)

Adoption of Amendment(s) **(CHECK ONE)**

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by

(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 28TH day of JANUARY, 2005

Signature William S. Butler
(By a director, president or other officer - if directors/officers have not been selected, by an incorporator - if in the hands of an incorporator, trustee, or other court appointed fiduciary by that fiduciary)

WILLIAM S. BUTLER

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILING FEE: \$35