

THE LAW OFFICES OF
Paul M. Guntharp, Jr., P.A.

P94000041575

Dec 22, 2000

DEAR SIR:

ENCLOSED FOR Filing ARE ARTICLES OF
AMENDMENT FOR SEAGATE HOMES, INC. AND
A check for \$35.00.

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PLEASE CALL ME IF ANYTHING ELSE
IS NEEDED FOR THIS AMENDMENT TO
BE EFFECTIVE.

Thank you.

Very Truly
yours

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Signature]
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01 12-26-00

**ARTICLES OF AMENDMENT
OF
SEAGATE HOMES, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

1. Article III of the Articles of Incorporation of Seagate Homes, Inc., is hereby amended to read as follows:

There shall be two (2) classes of stock in this Corporation: Class A stock (voting) and Class B stock (nonvoting). The holders of Class A stock shall be entitled to vote on all matters in which shareholders are entitled to vote under these articles, the Corporation's Bylaws and under the laws of the State of Florida. The holders of Class A stock shall be entitled to one (1) vote for each share of Class A stock they own. The holders of Class B stock shall have no voting rights. In all other respects the two (2) classes of stock shall be identical. There shall be no other classes of stock.

The maximum number of shares of Class A stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares with a no par value. The maximum number of Class B shares that this Corporation is authorized to have outstanding at any one time is 100,000 shares with a no par value. The consideration to be paid for each share of Class A stock and for each share of Class B stock shall be fixed by the Board of Directors.

The shareholders may, by contract, restrict the alienability of both classes of stock. An endorsement shall be made upon each certificate of stock indicating the existence of such a contract.

2. This Amendment shall be implemented as follows:

Provisions for implementing this Amendment. One hundred percent (100%) of the issued and outstanding shares of stock in the Corporation are owned by John R. Gazzoli. Those shares currently held by him shall all be redeemed by the Corporation in exchange for the number of Class A shares specified by John R. Gazzoli, in writing; provided that the number of Class A shares issued pursuant to his request shall not exceed the maximum number of Class A shares the Corporation is authorized to issue.

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Thereafter, shares of stock in the Corporation shall be issued as prescribed in the revised Article III of these Articles of Amendment.

The foregoing amendment was adopted by the shareholders of this corporation under Sections 607.0704 and 607.1003(6), Florida Statutes, by written action the 15 day of December, 2000.

The corporation has fewer than thirty-five (35) shareholders and all owners of stock signed the written action adopting this Amendment to the Articles of Incorporation.

There are no separate voting groups and no other voting group is entitled to vote separately. The number of votes cast were sufficient for approval.

IN WITNESS WHEREOF, the undersigned President, Secretary and all of the shareholders of this Corporation have executed and adopted these Articles of Amendment this 15 day of December, 2000.

SEAGATE HOMES, INC.

By: John R. Gazzoli
John R. Gazzoli, sole Shareholder

By: Robert J. Gazzoli
Robert J. Gazzoli, sole Director, President and Secretary

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared John R. Gazzoli as the sole Shareholder of Seagate Homes, Inc. and Robert J. Gazzoli as the sole Director, President and Secretary of Seagate Homes, Inc., known to me and known by me to be the persons described in and who executed the foregoing instrument and who acknowledged before me that John R. Gazzoli owns all of the issued and outstanding shares of Seagate Homes, Inc., and that they executed this instrument for the purpose therein expressed.

15th IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of December, 2000.

Mary L. Burns
Notary Public
My Commission Expires:

