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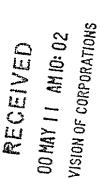
: RASCO, REININGER & PEREZ, P.A.

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BASIC AMENDMENT

GIL HOMES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$52,50

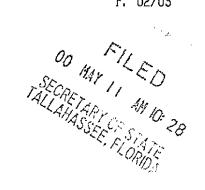
T. LEWIS MAY 1 1 2000

Audit No. H00000026186 7

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

GIL HOMES, INC.,

a Florida corporation



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: Article III of the Articles of Incorporation of GIL HOMES, INC., a Florida corporation (the "Corporation"), is hereby deleted in its entirety and replaced with the following Article III:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand (10,000) Shares of stock which shall be common stock of a par value of One Dollar (\$1.00) per share.

SECOND: The foregoing Amendment to the Articles of Incorporation of GIL.

HOMES, INC., a Florida corporation, was approved and adopted by means of a unanimous written action of the Stockholders and Directors of the Corporation, dated

ACA 28 , 2000 and effective as of January 1, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation, pursuant to the approval unanimously granted by the Shareholders and Directors of the Audit No. H00000026186 7
This instrument was prepared by:
Rasco, Reininger & Percz, P.A.

5200 Blue Lagoon Drive, Ste. 700 Miami, FL. 33126 Telephone (305) 261-0500 Corporation, has executed these Articles of Amendment, this 28 day of April 2000, effective as of January 1, 1999.

Augusto J. Gil, President

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Audit No.: M00000026186 7
This instrument was prepared by:
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive, Ste. 700
Miami, FL 33126
Telephone: (305) 261-0500