

Division of Corporations

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BASIC AMENDMENT

BRIARWOOD DEVELOPMENT CORPORATION

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Amend
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BRIARWOOD DEVELOPMENT CORPORATION**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation:

FIRST: Article III of the Articles of Incorporation is amended to read as in its entirety as follows:

The authorized capital stock of the Corporation shall consist of 10,000 shares of non-voting common stock, par value one-tenth cent (\$0.001) per share and 10,000 shares of voting common stock, par value fifty cents (\$0.50) per share. Each share of common stock shall have equal rights to share in dividends and to distributions in liquidation. Voting stock shall be entitled to vote as to all matters properly put before the shareholders. Non-voting stock shall have no vote except as may be otherwise required by law.

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SECOND: These Articles of Amendment were adopted as of December 24, 2003.

THIRD: These Articles of Amendment were approved by consent of all the shareholders and directors as of the 24th of December, 2003. There is only one class of shares entitled to vote. The number of votes cast by shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 24th day of December, 2003.

By: 
William Spinelli, President

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