

Division of Corporations

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BASIC AMENDMENT
ALL AMERICAN HOMES, INC.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ALL AMERICAN HOMES, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, ALL AMERICAN HOMES, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

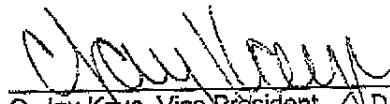
Article 1 of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

"ARTICLE I. Name

The name of the corporation is Kaye Homes, Inc."

This Amendment was approved by the sole shareholder and the sole director of the Corporation by written consent dated October 14, 1999 in accordance with Sections 607.0821 and 607.0704, Florida Statutes, such vote being sufficient to approve these Articles of Amendment.

Dated: October 20, 1999


C. Jay Kaye, Vice President / Director

Michael V. Mitrione, Esq.
FL BAR # 294551
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
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**CONSENT IN LIEU OF A SPECIAL JOINT
MEETING OF THE BOARD OF DIRECTORS
AND THE SOLE SHAREHOLDER OF
ALL AMERICAN HOMES, INC.**

The undersigned, being the sole director and sole shareholder of **ALL AMERICAN HOMES, INC.**, a Florida corporation (the "Corporation"), hereby consents and subscribes to the following acts and resolutions in lieu of holding a formal special joint meeting regarding the same, pursuant to the provisions of Sections 607.0704 and 607.0821, Florida Statutes:

RESOLVED, that the name of the Corporation shall be changed to "Kaye Homes, Inc."; and it is

FURTHER RESOLVED, that any officer of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to take or cause to be taken any and all actions to execute the Articles of Amendment to reflect the name change and any other necessary documents (all of which are to be in form and substance as the officer executing the same may deem necessary or advisable, the execution thereof by such officer to be conclusive evidence of the approval of such form and substance by such officer) and to do any and all things which in his or her discretion he or she may deem to be necessary or desirable to effectuate the foregoing resolution and to carry out the purposes thereof.

Dated as of October 14, 1999


C. Jay Kaye
Sole Director/Sole Shareholder

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