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Division of Corporations

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BASIC AMENDMENT

S & R CONSTRUCTION, INC.

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ARTICLES OF AMENDMENT

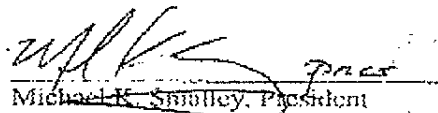
OF

S & R CONSTRUCTION, INC.

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1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article I of the Articles of Incorporation of the above-referenced Corporation is amended to change the name of this Corporation to **Earthworks Land Development, Inc.**, and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation of this Corporation.
2. The foregoing amendment was adopted as of February 17, 2004, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.0704 and 607.0821.
3. The amendment does not provide for an exchange, reclassification, or cancellation of stock.
4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on February 17, 2004.


Michael R. Smalley, President