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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CULP ELLIOTT & CARPENTER, P.L.L.C.

"A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION"

ATTORNEYS AT LAW
(704) 372-6322

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227 WEST TRADE STREET
CHARLOTTE, NORTH CAROLINA 28202
TELEFAX (704) 372-1474

January 20, 2003

* Licensed in NC
‡ Licensed in NC and FL
‡ Licensed in NC and SC
‡ Licensed in NC, PA and NJ

DOUGLAS P. MUNSON
1958 - 1992

Via First Class Mail

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: JLH International of Florida, Inc. and Northern Dreambuilders Corporation

Dear Sir/Madam:

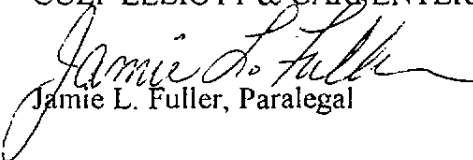
Enclosed please find Articles of Amendment and one copy for each of the above-referenced companies.

I have enclosed a check for \$35.00 each to cover the charges for such service. Please return in the enclosed self-addressed package.

Should you have any questions, please do not hesitate to call me.

Sincerely yours,

CULP ELLIOTT & CARPENTER, P.L.L.C.


Jamie L. Fuller, Paralegal

Enclosures

cc: S. Gray Edmondson (w/o enclosures)
Carl L. King (w/o enclosures)

WORD-105174

ARTICLES OF AMENDMENT

OF

NORTHERN DREAMBUILDERS CORPORATION

Pursuant to the Florida Business Corporation Act, NORTHERN DREAMBUILDERS CORPORATION, a Florida corporation (the "Corporation"), hereby submits the following amendment to the Corporation's Articles of Incorporation:

1. The name of the Corporation is NORTHERN DREAMBUILDERS CORPORATION
2. The text of each amendment of the Articles of Incorporation of the Corporation is as follows:

Article III of the Articles of Incorporation of the Corporation relating to authorized shares of the Corporation is hereby deleted in its entirety and the following Article III substituted in lieu thereof:

"III. The aggregate number of shares which the Corporation shall have authority to issue is 10,000, divided into two classes of no par value common stock, voting and non-voting stock. The designation and number of shares of each class of stock is as follows:

<u>Class</u>	<u>Number of Shares</u>
Common Voting Stock	100
Common Non-Voting Stock	9,900

The designations and the powers, preferences and rights and the qualifications, limitations or restrictions thereof of each class of stock are as follows:

(A) Dividend and Liquidation Rights. The Common Voting Stock and Common Non-Voting Stock of the Corporation shall be entitled to such dividends, if any, that may be declared in the discretion of the Board of Directors. Both classes of shares shall share in liquidation proceeds and dividends on the same basis.

(B) Voting Rights. Each share of issued and outstanding Common Voting Stock of the Corporation shall be entitled to one (1) vote. The Common Non-Voting Stock shall have no voting rights except as otherwise required by law."

3. The date of adoption of the foregoing amendment was JANUARY 10, 2003.
4. The foregoing amendment was unanimously approved by all shareholders as follows and complies with the provisions of the Florida Business Corporation Act:

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<u>SHAREHOLDERS</u>	<u>NUMBER OF OUTSTANDING SHARES</u>	<u>NUMBER OF VOTES FOR</u>	<u>NUMBER OF VOTES AGAINST</u>
Donald J. Held	100	1	0
Janet L. Held	100	1	0

5. Pursuant to the foregoing amendment each issued and outstanding share of Common Stock prior to the amendment shall be reclassified as a share of Common Voting Stock so that after the amendment, each Shareholder shall own the following shares of Common Voting Stock:

<u>SHAREHOLDERS</u>	<u>NUMBER OF VOTING SHARES</u>	<u>NUMBER OF NON-VOTING SHARES</u>
Donald J. Held	5	495
Janet L. Held	5	495

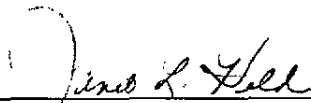
6. These Articles of Amendment shall be effective upon filing with the Secretary of State of the State of Florida.

[Signatures Appear on the Following Page]


IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the Corporation as of the 10 day of JANUARY 2003.

ATTEST:

NORTHERN DREAMBUILDERS CORPORATION



Janet L. Held, Secretary

By: 

Donald J. Held, President

[CORPORATE SEAL]