

Feb. 2, 2001 1:51PM

CONLEY, CLEARY, & DORMAN

No. 3319 5th fl. 1st fl.

P97000021462

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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BASIC AMENDMENT

BENCHMARK FAMILY CARE, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BENCHMARK FAMILY CARE, INC.**

FILED
01 FEB -2 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The following Amendments are adopted:

Article I - Name is hereby deleted in its entirety and replaced with the following:

The Name of this corporation is ***Benchmark One Investments, Inc.***

Article III - Purpose is hereby deleted in its entirety and replaced with the following:

This corporation is organized for the following purposes:

1. To purchase and develop for resale residential and commercial real estate;
2. To engage in all aspects of residential development and construction;
3. To engage in all aspects of commercial development and construction;
4. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, commodities or any other type of investment;
5. To purchase, acquire, sell and otherwise dispose of, deal in and deal with personal and intangible property of all kinds, including patents, copyrights, trademarks, business concerns and undertakings;
6. To transact and any all lawful business; and
7. To do all and everything necessary and proper for the accomplishment of any of the purposes of the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and in general, either along or in association with other corporations, firms or individual to carry on any lawful pursuit necessary to incidental to the accomplishment of the purposes of the attainments of the objects or furtherance of such purposes or objects of this professional corporation.

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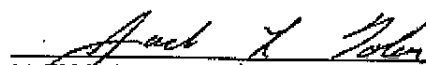
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The several clauses contained in this Article and statement of purpose shall be construed as both purposes and powers, and the statements contained in each clause will, except as otherwise stated in these Articles, be in no way limited or restricted by reference to or interference with the terms of any other clause, but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

SECOND: Each of these Amendments was adopted on February 2, 2001.

FOURTH: The amendments were approved by a unanimous vote of the Shareholders of this Corporation. The number of votes cast for the amendments was sufficient for approval.

SIGNED this 2nd day of February, 2002.


JACK L. TOLAR, President


ADA R. TOLAR, Secretary

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