

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

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Account Name : GASSMAN & ASSOCIATES, P.A.
Account Number : 075350000514
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GOODEN HOMES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amended
11/12/08

7545
11/11/2008

Audit Fax # H080002542803

**ARTICLES OF AMENDMENT OF
GOODEN HOMES, INC.**

THE UNDERSIGNED, CHARLES DARRELL GOODEN, being the President and Secretary of GOODEN HOMES, INC., a Florida corporation (the "Corporation"), does hereby certify that the following Amendment to the Articles of Incorporation of the Corporation was approved by the Stockholder(s) of said Corporation on the 30th day of September, 2008, at a duly called meeting of the Stockholder and Director of the Corporation.

The Articles of Incorporation of GOODEN HOMES, INC. are hereby amended as follows:

1. The Article regarding the Capital Stock of the Corporation is deleted and the following is inserted in lieu thereof:

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, of which 2 shares shall be voting and 998 shares shall be non-voting, all having a par value of \$1.00 per share.

2. All amendments included herein were adopted September 30, 2008, pursuant to Section 607.1004, F.S., and there is no discrepancy between the Corporation's Articles of Incorporation as theretofore amended other than the inclusion of these amendments and the omission of matters of historical interest.

3. This Amendment has been approved by the consent of sole Shareholder of the Corporation who is entitled to vote the 30th day of September, 2008.

4. This Amendment shall be effective upon its filing with the Secretary of State, State of Florida.

Alan S. Cassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(727) 442-1200
Florida Bar #: 371750

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IN WITNESS WHEREOF, the undersigned do hereunto set their hands this 30th day of September, 2008.

GOODEN HOMES, INC.

By: [Signature]
CHARLES DARRELL GOODEN
Its: President

ATTEST:

By: [Signature]
CHARLES DARRELL GOODEN
Its: Secretary

STATE OF FLORIDA)
COUNTY OF Pinellas)

ON THIS 30th day of September, 2008, before me Katherine Ladner (name of notary) the undersigned notary, personally appeared CHARLES DARRELL GOODEN, known to me, or who produced _____ as identification, and who did take an oath to be the person whose name is subscribed to the above instrument, and being informed of the contents of said instrument, acknowledged that he voluntarily executed the same for the uses and purposes herein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



[Signature]
Notary Public

My Commission Expires: 11/15/11

J:\G\Gooden, Charles Darrell\Gooden Homes, Inc\Articles of Amendment.1a.frm
jas 9-19-08

Alan S. Gasman, Esquire
1245 Court Street, Suite 102
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**PLAN OF RECAPITALIZATION
OF
GOODEN HOMES, INC.**

This Plan of Recapitalization of GOODEN HOMES, INC., a Florida Corporation (hereinafter the "Corporation"), pursuant to Section 368(a)(1)(E) of the Internal Revenue Code and the regulations thereunder, is adopted as follows:


1. There are currently one thousand (1,000) shares authorized and outstanding. One thousand (1,000) shares of voting stock of the Corporation is owned by CHARLES DARRELL GOODEN.
2. The capitalization of the Corporation shall be changed upon filing hereof so that two (2) of the authorized and outstanding shares shall be voting, and nine hundred ninety-eight (998) shares shall be non-voting, each with a par value of \$1.00 per share.

The shares are represented as follows:

Certificate	Holder	Number of Shares	Voting/ Non-Voting	Restricted/ Unrestricted
V1	CHARLES DARRELL GOODEN	2	Voting	Unrestricted
NV1	CHARLES DARRELL GOODEN	998	Non-Voting	Restricted

IN WITNESS WHEREOF, the undersigned has adopted this Plan of Recapitalization effective September 3, 2008.

GOODEN HOMES, INC.

By: 
CHARLES DARRELL GOODEN
Its: President

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PLAN OF RECAPITALIZATION OF GOODEN HOMES, INC.

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Alan S. Cassman, Esquire
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