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A PROFESSIONAL ASSOCIATION

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PELAYO, DURAN (FL.)

REPLY TO: X

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October 8, 1998

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: NEW HOMES TITLE, INC.

Dear Ms. Harvey:

Enclosed please find the Certificate of Amendment of Articles of Incorporation of HOMES TITLE, INC. Please process these papers as quickly as possible.

We have also enclosed a check in the amount of \$35.00 for the Certificate of Amendment fee. Should you require any further information, please do not hesitate to contact our offices.

Very truly yours,

Ivette Halphen Leon, Esq.

:IHL

Enclosure

300002672823-5
-10/26/98-01113-001
*****35.00 *****35.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

D98-14610

Name Availability	SH
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

NEW HOMES TITLE, INC.

Richard A. Alayon, President, Secretary, and Treasurer, Lourdes Deleon, Vice-President, and Laura E. Kerek, as Vice-President, of New Homes Title, Inc. (the "Corporation"), hereby certify that all of the Directors and all of the Shareholders of the Corporation adopted a resolution by unanimous written consent on the 8th day of October, 1998, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

"ARTICLE III

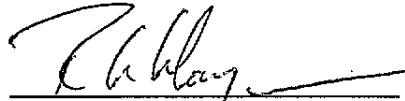
The maximum number of stock that this corporation is authorized to have outstanding at any time is 10,000 shares of common stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 2,000 shares of Class A Common Capital Stock, having \$.01 par value; and
- B) 8,000 shares of Class B Common, Non-Voting Capital Stock, having \$.01 par value.

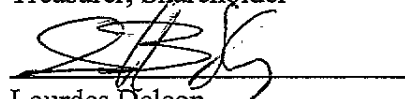
Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Non-Voting Capital Stock shall have no voting rights whatsoever, either individually or as a class."

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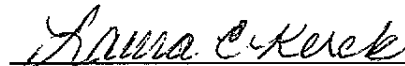
IN WITNESS WHEREOF, RICHARD A. ALAYON, LOURDES DELEON, and
LAURA E. KEREK have executed this Certificate the 8th day of October, 1998.



Richard A. Alayon,
Director, President, Secretary,
Treasurer, Shareholder



Lourdes Deleon,
Director, Vice-President, Shareholder



Laura E. Kerek,
Director, Vice-President, Shareholder

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