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SARASOTA, FLORIDA 34230

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-12/27/99-01103-013
*****35.00 *****35.00

December 22, 1999

Division of Corporations
Filing Section
Post Office Box 6327
Tallahassee, FL 32314


Re: Whitehall Homes II, Inc. Name Change to Whitehall Quality
Homes, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Amendment to the Articles of Incorporation for Whitehall Homes II, Inc., and a check in the amount of \$35.00 representing the filing fee. Please return a stamped copy to us at your earliest convenience. Please call if you have any questions in this regard.

Very truly yours,

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.



Paula M. Drew
Secretary to Robert E. Messick

Enclosures
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 PM 5:39

Name Change
LFS
1-7-2000

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WHITEHALL HOMES II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 27 PM 5:39

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to the Articles of Incorporation filed by the Corporation effective date March 26, 1996:

1. Article 1 of the Articles of Incorporation was amended on June 21, 1999, effective January 1, 1999, to change the name of the Corporation from GMB CORPORATION, a Florida Corporation, to WHITEHALL HOMES II, INC., a Florida Corporation.

2. The following amendment to Article 1 of the Articles of Incorporation was adopted by the undersigned, as all of the directors of the Corporation on December 22, 1999, in the manner prescribed by Section 607.1006, Florida Statutes, and prior to issuance of shares in said Corporation:

ARTICLE 1. - NAME

The name of the Corporation shall be amended to be WHITEHALL QUALITY HOMES, INC.

3. The amendment was adopted by all of the directors without shareholder action and shareholder action was not required.

Dated: December 22, 1999

WHITEHALL HOMES II, INC.

By: Ronald Mustari
RONALD MUSTARI, Director

By: Joanne Mustari
JOANNE MUSTARI, Director


STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Ronald Mustari, as a Director of WHITEHALL HOMES II, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 22 day of December, 1999.

My Commission Expires:

Lisa Simpson
Notary Public
Typed Name: _____
Commission No.: _____

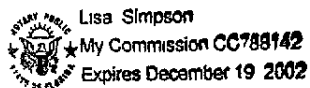
 Lisa Simpson
My Commission CC788142
Expires December 19 2002

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared Joanne Mustari, as a Director of WHITEHALL HOMES II, INC., who is to me well known to be the person described in and who subscribed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same on behalf of the said corporation and for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at 2033 Main Street, Sarasota, Florida, this 22 day of December, 1999.

My Commission Expires:



Lisa Simpson
Notary Public
Typed Name: _____
Commission No.: _____