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From: Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.
Account Number : 076424003301
Phone : (813) 223-7474
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

SMITH FAMILY HOMES CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
SMITH FAMILY HOMES CORPORATION**

Smith Family Homes Corporation, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation as now in effect (the "Articles of Incorporation"), in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is Smith Family Homes Corporation, and its Document Number with the Florida Department of State is P98000097771.
2. The amendment being effected hereby (the "Amendment") was duly adopted and approved by the sole Director and sole Shareholder of the Corporation by written consent on September 1, 2005, which consent was sufficient for approval of the Amendment, such consent described the action taken and was duly and timely delivered to the Corporation by delivery to its corporate secretary.
3. These Articles of Amendment to the Articles of Incorporation of Smith Family Homes Corporation (these "Articles of Amendment") shall be effective upon filing hereof with the Department of State of the State of Florida.
4. Immediately prior to the filing of these Articles of Amendment, the authorized capital stock of the Corporation consists of 10,000 shares of common stock ("Old Common Stock"), par value \$1.00 per share, of which 10,000 shares are issued and outstanding. This Amendment causes the authorized capital stock of the Corporation to consist of 100,000 shares of Class A Voting Common Stock ("Class A Common Stock"), par value \$0.001 per share, and 9,900,000 shares of Class B Nonvoting Common Stock ("Class B Common Stock"), par value \$0.001 per share. Upon the effectiveness of these Articles of Amendment and the Amendment, each issued and outstanding share of Old Common Stock shall be automatically converted and reclassified into 1 issued and outstanding share of Class A Common Stock and 99 issued and outstanding shares of Class B Non-Voting Common Stock, in each case without any other or further action by or on the part of the Corporation or any other person.
5. The Articles of Incorporation are hereby amended by deleting Article V thereof, and in its place and stead substituting the following:

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ARTICLE V

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock with a par value of \$0.001 per share, of which 100,000 shares shall be designated "Class A Voting Common Stock" and 9,900,000 shares shall be designated "Class B Non-Voting Common Stock."

(b) The relative rights, privileges, and limitations of the shares of Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be in all respects identical, share for share, except that the voting power for the elections of directors and for all other purposes shall be vested exclusively in the holders of the shares of Class A Voting Common Stock and, except as otherwise required by law, the holders of the shares of Class B Non-Voting Common Stock shall not have any voting power. Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation.

(c) The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(d) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

* * * * *

6. Any reference in the Amendment to "these Articles of Incorporation" or any other reference of similar import shall be deemed a reference to the Articles of Incorporation as amended by the Amendment.

[Signature follows]

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SEP. 1. 2005 1:36PM TRENAM, KEMKER

NO. 2395 P. 4

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IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of Smith Family Homes Corporation on the 1st day of September, 2005.

SMITH FAMILY HOMES CORPORATION,
a Florida corporation

By: 
Ronald G. Smith, President