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: ALAN D. STUPARITZ, P.A.

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BASIC AMENDMENT

STERLING PROPERTIES OF SOUTH FLORIDA, INC.

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 7, 1999

STERLING PROPERTIES OF SOUTH FLORIDA, INC. 2501 E. COMMERCIAL BLVD. SUITE 208 FT. LAUDERDALE, FL 33308

SUBJECT: STERLING PROPERTIES OF SOUTH FLORIDA, INC.

REF: P98000108333

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please entitle your document Articles of Amendment.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson Corporate Specialist FAX Aud. #: H99000030973 Letter Number: 199A00057504

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Sterling Properties of South Florida 101 SW 8th Ave. Pt. Landerdale, FL 33312 954-931-7690 954-767-9097 Fax

ARTICLES OF AMENDMENT

I, F. E. Greenwell, Secretary, of Sterling Properties of South Florida, Inc., A corporation organized and existing under the laws of the State of Florida (the "Corporation") do hereby certify that the following is a complete, true, and correct copy of certain resolutions of the Board of Directors in conformity with the Articles of Incorporation and By-Laws of the Corporation; that I am the keepers of the corporate seal and minutes and records of the corporation; that the said resolution have not been rescinded or modified and are in full force and in date on the date hereof;

RESOLVED, that F. E. Greenwell, as Secretary of the corporation, be and is authorized and directed in the name and on behalf of the corporation, to remove Mr. Barry Craig as President and Stockholder. Mr. Craigs interest are being purchased by, F. E. Greenwell and Robert R. Talbott. F. E. Greenwell will own 50% of the stock in Sterling Properties and Robert R. Talbott will own 50% of Sterling Properties. The new officers of the corporation are:

Name

Office held

F. E. Greenwell

President

Robert R. Talbott

V President, Secretary & Treasurer

RESOLVED, The mailing address for Sterling Properties will be:
101 SW 8th Ave.
Ft Lauderdale, FL 33004

RESOLVED, That the officers of Sterling Properties, F. E. Greenwell and Robert R. Talbott, are authorized to sign documents relating to the business of construction, on behalf of the corporation.

The foregoing American was considered and adopted by an affirmative vote of the stockholders of Sterling Properties of South Florida, on August 3rd, 1999.

F. E. Greenwell , Puggan

Robert R Talbott , VP

Aug 3rd, 1999

ALAN D. STUPARITZ, P.A.
ALAN'S ACCOUNTING & TAX SERVICE
900 E. ATLANTIC BLVD., SUITE 17
POMPANO BEACH, FLORIDA 33060

954-783-5030

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