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TALLAHASSEE, FLORIDA

LAW OFFICES OF
**GOULD, COOKSEY, FENNELL,
O'NEILL, MARINE, CARTER & HAFNER, P.A.**

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BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*
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OF COUNSEL
SAMUEL A. BLOCK

*FL. BOARD CERTIFIED
CIVIL TRIAL AND BUSINESS LITIGATION

**FL. BOARD CERTIFIED
WILLS, TRUSTS AND ESTATES

December 8, 2003

Secretary of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, FL 32301

Re: Pointe West Realty, Inc.

Dear Sir/Madam:

Please find enclosed the original and one copy of Articles of Amendment for the above-captioned corporation, together with this firm's check, in the amount of \$43.75, to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
	<u>\$ 43.75</u>

Please return the certified copy of Articles of Amendment evidencing your approval of the same after the Articles have been filed with your office.

Thank you for your courtesy and cooperation in this matter.

Yours truly,



SAMUEL A. BLOCK

SAB/pab
Enclosure(s)

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03 DEC 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
POINTE WEST REALTY, INC.**

FILED
03 DEC 11 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of POINTE WEST REALTY, INC., a Florida Corporation, filed with the Florida Department of State, Division of Corporations, Tallahassee, Florida, on May 27, 1999, be and they hereby are amended in the following particulars:

1. Article IV - Director(s) be and it is hereby amended to read as follows:

"ARTICLE IV - CAPITAL STOCK"

- A. The Corporation is authorized to issue 60 shares of Class A Common Stock with a par value of \$.001 and 40 shares of Class B Common Stock with a par value of \$.001.
- B. The dividend rate and the liquidation preferences of both Class A Common Stock and Class B Common Stock shall be the same.
- C. The holders Class A Common Stock shall have the exclusive right to vote on any matter requiring a vote of the stockholders, except as required by law. The holders and the Class B Common Stock shall not have the right to vote on any matter requiring a vote of the stockholders, except as required by law.
- D. Upon this amendment becoming effective, 20 shares of previous issued Common Stock owned by OnSite Management Group, Inc., shall automatically, without further action on the part of the Corporation, be converted into 20 shares of Class B Common Stock.
- E. Upon this amendment becoming effective, 20 shares of previously issued Common Stock owned by Thomas Jones, shall automatically, without further action on the part of the corporation be converted into 20 shares of Class B Common Stock.
- F. Upon this amendment becoming effective, all other outstanding shares of previously issued Common Stock not included Article IV (D) and (E) shall automatically, without further action on the part of the corporation be converted into shares of Class A Common Stock on a one share for one share basis, so that the owners of shares of the previously issued Common Stock will receive the same number of shares of newly issued Class A Common Stock.

2. This Amendment shall be effective upon filing with the Florida Secretary of State or its successor.
3. The foregoing amendment was adopted by the Shareholders and Directors of the corporation on the 18 day of July, 2003.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 18 day of July, 2003.

POINTE WEST REALTY, INC.,

By: Charles R. Mechling
Charles R. Mechling
President

By: Thomas R. Jones
Thomas R. Jones
Secretary


STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared CHARLES R. MECHLING and THOMAS R. JONES, as President and Secretary respectively of the corporation, who are personally known to me and who are known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18 day of July, 2003.

Michelle Ann Monjar
NOTARY PUBLIC
State of Florida at Large

My Commission Expires: Nov 11, 2006

 Michelle Ann Monjar
Commission #DD163063
Expires: Nov 11, 2006
Bonded Thru
Atlantic Bonding Co., Inc.