

CYPRESS HOMES DEVELOPMENT CORPORATION

**3100 CLAY AVENUE, SUITE 165
ORLANDO, FLORIDA 32804**

V31478

December 11, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

700002372267--4
-12/15/97-01082--001
*****35.00 *****35.00

Re: V31478

Dear Sir/Madam,

Enclosed please find an amended Article of Incorporation and our check in the amount of \$35.00 for the fee.

Very truly yours,

Fred Epstein

Fred Epstein, President
Cypress Homes Development Corporation

V31478
3P
NC
12-15-97

97 DEC 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**Articles of Amendment
To
Articles of Incorporation
Of
Cypress Homes Development Corporation**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

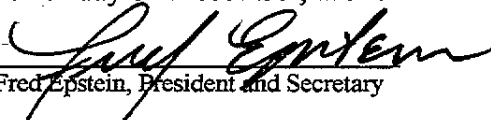
Amendment adopted: to Article 1 on December 8, 1997.

Article 1 The new name of the corporation shall be **Market Homes, Inc.**

The amendment was approved by the shareholders. The numbers of votes cast for the amendment was sufficient for approval.

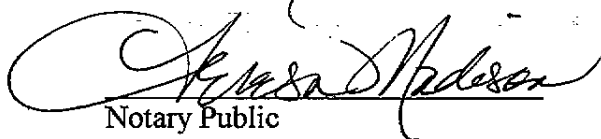
Signed the 8th day of December, 1997.

Signature


Fred Epstein, President and Secretary

State of Florida
County of Orange

The Forgoing Instrument was acknowledged before me on 12/12/97 by Fred Epstein who is personally known to me or has produced drivers license as identification and who did not take an oath.


Notary Public



Teresa Madison
My Commission CC636147
Expires April 07, 2001

(Notary Seal)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

**Minutes of Special Meeting of the Board
of Directors of Cypress Homes Development Corp.
December 8, 1997**

The Special Meeting of the Board of Directors of Cypress Homes Development

Corp. was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by Fred Epstein, the President, at 1:00pm. at the offices of the Company in Orlando, Florida.

New officers of the Company were presented by the President. After discussion, upon motion duly made, seconded and carried, it was

Resolved, that the following were appointed as officers of the Company to serve until such time as their successors are duly elected and qualified:

Fred Epstein- President and Secretary
Joan Epstein- Vice President
Curtis Huff- Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 15 PM 1:23

APPROVED
AND
FILED

New officers of the Company were presented by the President. After discussion, upon motion duly made, seconded and carried, it was

The President presented a proposed change of name for the corporation. The new name the corporation agreed upon is **Market Homes, Inc.** Upon motion duly made and seconded it was

Resolved, that the new corporate name, **Market Homes Inc.**, be submitted to the Florida Department of State and request the change in the Articles of Incorporation
(Exhibit "A")

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

Fred Epstein
Chairman, Secretary and President

