

F05000005171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

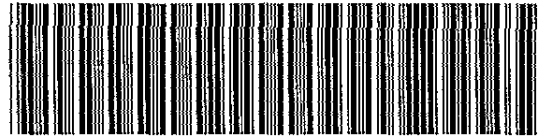
(Document Number)

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02/01/06--01008--025 **35.00

FILED
06 FEB - 1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: National Real Estate Funding, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F05000005171

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sharon Drossos

(Name of Contact Person)

National Real Estate Holdings, Inc.

(Firm/Company)

1101 Investment Blvd, #115

(Address)

El Dorado Hills, CA 95762

(City/State and Zip Code)

For further information concerning this matter, please call:

Sharon Drossos

(Name of Contact Person)

at (916) 941-9977

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
06 FEB - 1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F05000005171
(Document number of corporation (if known))

1. National Real Estate Funding, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. California (Incorporated under laws of) 3. September 1, 2005
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

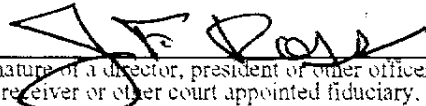
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 5, 2006
5. National Real Estate Holdings, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

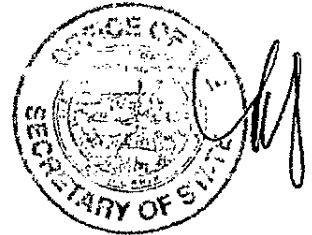

Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary

JAMES F. ROSS
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

40638513

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 06 2006

A handwritten signature in cursive script, reading "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

00638513

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 06 2006

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned certifies that:

1. He is the President and the Secretary, respectively, of National Real Estate Funding, Inc., a California corporation.
2. Article One of the Articles of Incorporation of this Corporation is amended to read as follows:

ONE: The name of this Corporation is: **National Real Estate Holdings, Inc.**

3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors of this Corporation.
4. The foregoing Amendment of Articles of Incorporation has also been duly approved by the required vote of Shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 150. The number of shares voting in favor of the Amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of my own knowledge.


James F. Ross, President

Dated: January 5, 2006


James F. Ross, Secretary

Dated: January 5, 2006

