

194593

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**BASIC AMENDMENT**

**WATSCO, INC.**

Certificate of Status	0
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**ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WATSCO, INC.**

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The current name of the corporation is WATSCO, INC. (the "Corporation"), Charter #194593 filed on July 14, 1956.

2. The following Amendment to the Amended and Restated Articles of Incorporation was adopted at the shareholders meeting of the Corporation effective as of May 4, 2001, following approval by written consent of all of the Directors of the Corporation effective as of April 16, 2001, in the manner prescribed by §607.1003 of the Florida Business Corporation Act:

**RESOLVED**, that Section A in Article III of the Corporation's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE III**

A. The aggregate number of shares of Capital Stock which the Corporation shall have the authority to issue is 70,000,000 shares, of which 60,000,000 shares, at the par value of \$.50 per share, shall be designated as Common Stock and 10,000,000 shares, at the par value of \$.50 per share, shall be designated as Class B Common Stock.

3. The holders of Common Stock and Class B Common Stock were entitled to vote as separate voting groups on this Amendment. The number of votes cast for the Amendment by the shareholders in each voting group was sufficient for approval by that voting group.

4. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

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**IN WITNESS WHEREOF**, the undersigned being the Vice President and Secretary of the Corporation, has executed this Amendment to the Amended and Restated Articles of Incorporation of Watsco, Inc., effective as of the 6th day of June, 2001.

**WATSCO, INC.**  
a Florida corporation

By: 

Name: Barry S. Logan

Title: Vice President and Secretary

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