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Division of Corporations

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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

SHADE AMERICA OF TEXAS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
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07 APR 18 AM 8:00

DIVISION OF CORPORATIONS

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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.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000000840

(Document number of corporation (if known))

1. Shade America, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. February 6, 2006

(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? December 28, 2006

5. USA Shade & Fabric Structures, 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)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

Joseph C. Tabone

(Typed or printed name of person signing)

CFO, Sec and Treas.

(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SHADE AMERICA, INC.", CHANGING ITS NAME FROM "SHADE AMERICA, INC." TO "USA SHADE & FABRIC STRUCTURES, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2006, AT 9:59 O'CLOCK A.M.

3790446 8100

070445090



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5601240

DATE: 04-17-07

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SHADE AMERICA, INC.**

December 27, 2006

Shade America, Inc., a Delaware corporation (the "Corporation"), duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby make and execute this Certificate of Amendment (this "Amendment") to the Certificate of Incorporation of the Corporation (as amended, the "Certificate"), and does hereby certify that:

1. At a meeting of the Board of Directors of the Corporation, a resolution was duly adopted setting forth a proposed amendment to the Certificate, declaring such amendment to be advisable and calling for the submission of such amendment to the stockholders of the Corporation entitled to vote thereon for their consideration. The resolution setting forth the proposed amendment is as follows:

***RESOLVED**, that Article "FIRST" of the Certificate be, and hereby is, amended and restated in its entirety to read as follows:*

***FIRST:** The name of the Corporation is USA Shade & Fabric Structures, Inc.*

2. Thereafter, pursuant to Section 228 of the DGCL, a consent of the stockholders of said Corporation was duly circulated to the holders of common stock of the Corporation, pursuant to which the necessary number of shares were voted in favor of the Amendment.

3. The Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

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State of Delaware
Secretary of State
Division of Corporations
Delivered 11:27 AM 12/28/2006
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IN WITNESS WHEREOF, the Corporation has caused this Amendment to be executed by Basil A. Haymann, its Chairman of the Board, effective as of the date first set forth above.

SHADE AMERICA, INC.

By: /s/ Basil A. Haymann

Name: Basil A. Haymann

Title: Chairman of the Board

[Signature Page to the Shade America, Inc. Certificate of Amendment]

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