

FROM HOLLAND & KNIGHT LLP ORL 407-244-5288 (WED) 6/3/98 13:20/ST. 13:19/NO. 3760116152 P 1

F 49936

6/01/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
PHONE: (407)425-8500

FAX #: (850)922-4000
ACCT#: 075350000340
FAX #: (407)244-5288

NAME: SUNBELT FOREST PRODUCTS CORPORATION
AUDIT NUMBER.....H98000010221
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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TALLAHASSEE, FLORIDA

Amendment

6-3-98

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98 JUN -3 PM 1:36

6/01/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

SUNBELT FOREST PRODUCTS CORPORATION
U S HIGHWAY 17 & SPIRIT LAKE RD
P O BOX 1218
BARTOW, FL 33830

SUBJECT: SUNBELT FOREST PRODUCTS CORPORATION
REF: F49936

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Darlene Connell
Corporate Specialist

FAX Aud. #: H98000010221
Letter Number: 498A00030977

H98000010221

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SUNBELT FOREST PRODUCTS CORPORATION**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Sunbelt Forest Products Corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Sunbelt Forest Products Corporation.

SECOND: Article IV of the Articles of Incorporation shall be amended in its entirety to read as follows:

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is 7,500,000 shares of common stock having a par value of \$0.001 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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TALLAHASSEE, FLORIDA

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THIRD: In connection with the foregoing amendment, each share of common stock of the Corporation that is issued and outstanding at the time of filing of these Articles of Amendment shall be automatically divided into 1,000 shares of common stock.

FOURTH: The foregoing amendment was duly adopted by the Board of Directors and the shareholders of the Corporation by unanimous written consent pursuant to which a sufficient number of Directors and shareholders approved the foregoing amendment.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of June 1, 1998.


Carl F. Holland, President

ORL 1 38887 1/940

This instrument prepared by:
Thomas M. McAleavey Florida Bar No. 0009067
Holland & Knight LLP Post Office Box 1526
Orlando, Florida 32802 407 / 426-8500

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