

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher
Alicia M. Santana

Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

M55077
October 10, 2000

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

700003426397-3
-10/16/00-01115-011
*****43.75 *****43.75

Re: Kilby Electric Co.
First Amendment to Articles of Incorporation of James L. Howard Inc.
Our File No. 4438

Dear Sir/Madam:

On behalf of the above referenced corporation, I enclose herewith an original and one (1) copy of the executed and notarized First Amendment to Articles of Incorporation, together with my firm check in the amount of \$43.75.

Please cause the original copy of the First Amendment to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original First Amendment to Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Amendment of any record fee	\$35.00
Certified copy fee	<u>8.75</u>
Total	\$43.75

Thank you for your attention to this matter.

Sincerely,


Charles P. Sacher

CPS:abc
Enclosure

cc: Mr. James L. Howard
Ralph L. Focaracci, CPA

Z:\Users\Temp\WP\WP\4438\Div of Corp Ltr 10-10-00.wpd

FILED
00 OCT 16 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

n/c Amend

T BROWN OCT 24 2000

FILED

00 OCT 16 PM 4:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
JAMES L. HOWARD INC.

JAMES L. HOWARD INC., a Florida Corporation, under its corporate seal and the hands of its President, JAMES L. HOWARD, and Secretary, TERRY HOWARD, hereby certifies that:

ARTICLE I

The Board of Directors of said corporation at a meeting called and held on August 29, 2000, adopted the following Resolutions:

The name of this corporation will be:

KILBY ELECTRIC CO.

ARTICLE II

The meeting of the stockholders of the Corporation called by the Board of Directors as aforesaid was held on August 29, 2000, and at said special meeting of the stockholders, said Amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all of the stockholders,

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President and its corporate seal to

be hereunto affixed and attested by its Secretary, this 21st day
of September, 2000.

(SEAL)

JAMES L. HOWARD, INC.,
a Florida Corporation

Attest:

James L. Howard
Secretary

By

James L. Howard
President

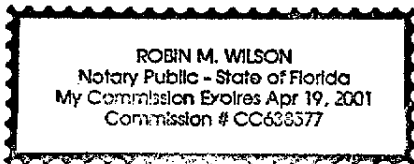
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

On this day personally appeared before me, the undersigned
officer duly authorized by the laws of the State of Florida to take
acknowledgments of deeds, JAMES L. HOWARD, President of JAMES L.
HOWARD, INC., a Florida Corporation, and he acknowledged that he
executed the above and foregoing First Amendment to the Articles of
Incorporation as such Officer for and on behalf of said Corporation
after having been duly authorized to do so.

WITNESS my hand and official seal at Miami, Miami-Dade County,
Florida, this 21st day of September, 2000.

Robin M. Wilson
Notary Public, State of Florida
at Large

My Commission Expires:



Z:\Users\Temp\WP\WP\4438\First Amd to Articles of Inc.wpd