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Division of Corporations

BURGESS, HARRELL, MANCUSO,

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Florida Department of State
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BASIC AMENDMENT

GENE BENSON CONSTRUCTION, INC.

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Amend
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 2, 2003

GENE BENSON CONSTRUCTION, INC.
3920 ROBERTS POINT ROAD
SARASOTA, FL 34242

SUBJECT: GENE BENSON CONSTRUCTION, INC.
REF: P03000135340

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments are filed pursuant to section 607.1006, Florida Statutes.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days, or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

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Letter Number: 003A00064733

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

AMENDED ARTICLES OF INCORPORATION
OF
GENE BENSON CONSTRUCTION, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

1.1 Name. The name of the corporation shall be GENE BENSON CONSTRUCTION, INC..

1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 3920 Roberts Point Road, Sarasota, Florida 34242, and the mailing address of the corporation shall be 3920 Roberts Point Road, Sarasota, Florida 34242. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be GENE BENSON. The initial Registered Office street address of the Registered Agent shall be 3920 Roberts Point Road, Sarasota, Florida 34242. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

1.4 Officers and Directors. Each of the following persons is hereby elected to act as an officer of the corporation in the capacity indicated, and shall hold office until a successor is elected and qualified or until earlier resignation, removal or death: President - Gene Benson; Secretary - Gene Benson; and Treasurer - Gene Benson.

ARTICLE II
COMMENCEMENT AND DURATION

2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:00 P.M. on the date of the subscription and acknowledgment hereof, which date shall be within 5 business days prior to the filing hereof by the Department of State.

2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV
AUTHORIZED SHARES

4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to 1,000 shares at \$1.00 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation

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which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V
GENERAL

5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and/or the shareholders in accordance with applicable law.

5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give 3 days' advance written notice of the time and place of the meeting to each person called.

5.3 Incorporator(s). The name and address of each incorporator executing this instrument is as follows: GENE BENSON, 3920 Roberts Point Road, Sarasota, Florida 34242

IN WITNESS WHEREOF, the undersigned executed this instrument this 2nd day of December, 2003.

SIGNATOR

Gene Benson

GENE BENSON

Incorporator & Registered Agent

This Amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Gene Benson

GENE BENSON

President and Director