P9700001401

BAKER & MCKENZIE

EUROPE MIDDLE EAST

ALMATY
AMSTERDAM
BARCELONA
BERLIN
BRUSSELS
BUDAPEST
CAIRO
FRANKFURT
GENEVA
KIEV
LAUSANNE
LONDON

MADRID
MILAN
MOSCOW
PARIS
PRAGUE
RIYADH
ROME
ST. PETERSBURG
STOCKHOLM
WARSAW

Asia Pacific

BANGKOK BELJING HANOI HO CHI MINH CITY HONG KONG MANILA MELBOURNE SINGAPORE SYDNEY TAIPEI TOKYO ATTORNEYS AT LAW

SUITE 1600

BARNETT TOWER

701 BRICKELL AVENUE

MIAMI, FLORIDA 33131-2827

TELEPHONE (305) 789-8900

CABLE ABOGADOMIA · TELEX 592386

FACSIMILE (305) 789-8953

NORTH AND SOUTH AMERICA

BOGOTA BRASILIA BUENOS AIRES CARACAS CHICAGO DALLAS JUAREZ

MEXICO CITY
MIAMI
MONTERREY
NEW YORK
PALO ALTO
RIO DE JANEIRO
SAN DIEGO

200002471382--5 -03/27/98--01110--003 *****35.00 *****35.00

SAN FRANCISCO SAO PAULO SANTIAGO TIJUANA TORONTO VALENCIA WASHINGTON, D.O

March 25, 1998

VIA OVERNIGHT DELIVERY

Florida Department of State Bureau of Corporate Records Post Office Box 6327 Tallahassee, Florida 32314

Re: General Roofing Industries, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Amendment to the Articles of Incorporation for General Roofing Industries, Inc., along with our check in the amount of \$35.00 representing the filing fee. Please stamp the enclosed copy and return to me in the self-addressed, stamped envelope which I have provided for your convenience.

Please contact me at (305) 789-8945 if you have any questions.

Sincerely,

Michelle Smith Legal Assistant

Enclosures

FILED

NAR 27 PM 1239

RETARY OF STATE

AHASSEE FI DRINA

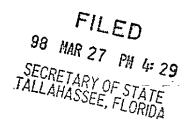
TILL MAR 3 T 1990

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF



GENERAL ROOFING INDUSTRIES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- 1. The name of the corporation is GENERAL ROOFING INDUSTRIES, INC. (the "Corporation").
- 2. In order to change the name of the Corporation, Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety, so that, as amended, Article I shall be and read as follows:

"ARTICLE I

NAME

The name of this corporation is General Roofing Services, Inc. (hereinafter called the "Corporation"). The address of the principal office and the mailing address of the Corporation is 951 South Andrews Avenue, Pompano Beach, Florida 33069."

- 3. This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.
- 4. This Amendment to the Articles of Incorporation of the Corporation was unanimously adopted and approved on March 25, 1998 by the Board of Directors and sole shareholder of the Corporation, and the number of votes cast by the shareholder of the Corporation for the Amendment to the Articles of Incorporation of the Corporation was sufficient for such approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 25th day of March, 1998.

EENERAL ROOFING INDUSTRIES/INC

President and Chief Executive Officer