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ARCH CREEK LUMBER CO., INC.

P.O. DRAWER 60000J
NORTH MIAMI BEACH, FL 33160-000J

City/State/Zip Phone #

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-09/29/99--01065--005
*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend
10-6-99
BHS*

Examiner's Initials	
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ARCH CREEK LUMBER COMPANY

ARCH CREEK LUMBER COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

SEE ATTACHED MINUTES OF THE CORPORATION DATED SEPTEMBER 19, 1999 AND THE CORPORATE RESOLUTION APPOINTING THE NEW OFFICERS OF ARCH CREEK LUMBER COMPANY.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: SEPTEMBER 19, 1999


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by ALL SHAREHOLDERS voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of September, 1999.

Signature 
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

WILLIAM C. ROSE

 Typed or printed name

PRESIDENT

 Title

Minutes of the
ARCH CREEK LUMBER COMPANY
Dated September 14, 1999

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Present: James Rose, President and Director, William C. Rose, and John S. Harwell, NationsBank

At 3:00 James Rose call for a special Board of Directors' meeting. Absent from this meeting was Scott F. Lee, Vice President and Director, and Ann M. Jones, Secretary and Director.

All parties reviewed the ESOP offer from the employees of Arch Creek Lumber Company in the amount of \$900,000.00. All shareholders rejected the offer. At this time James Rose requested the approval of the Board to accept the following resignations of the Officers of the Board of Directors;

Scott F. Lee, Vice President and Director
Ann M. Jones, Secretary and Director

James Rose, President and Director immediately appointed William C. Rose as the new President and Director, and Jo Elaine Rose Pierce as Secretary/Treasurer and Director. The recommendation was approved.

William C. Rose as President and Director appointed James Rose as Advisor Director.

All matters concerning the operation of ARCH CREEK LUMBER COMPANY was now and henceforth in the hands of William C. Rose President and Jo Elaine Rose Pierce, Secretary/Treasurer.

Meeting was adjourned at 4:10 pm.