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October 13, 1998

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

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-10/15/98--01056--009
*****35.00 *****35.00

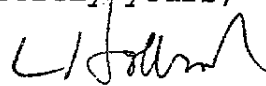
Re: Amendment to Articles of Incorporation
W. W. Gay Mechanical Contractor, Inc.

Dear Sirs:

Enclosed are original and copy of Amendment to Articles of Incorporation of W. W. Gay Mechanical Contractor, Inc. and return a stamped copy to me. Our check for \$35.00 is enclosed to cover the fees.

Thank you very much for your cooperation.

Sincerely, yours,



H. LEON HOLBROOK

HLH/rh

Enclosure

cc: Mr. W. W. Gay
Mr. Roger Painter

98 OCT 15 AM 9:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

VS OCT 20 1998

SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF
W. W. GAY MECHANICAL CONTRACTOR, INC.

FILED
98 OCT 15 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

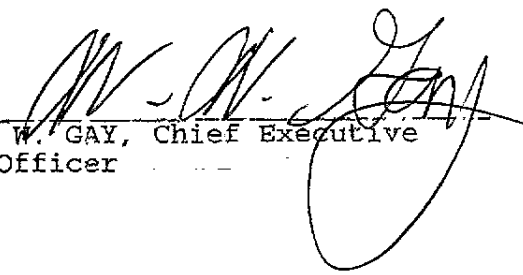
The Articles of Incorporation of W. W. Gay Mechanical Contractor, Inc. are hereby amended so that the following Article XI is added to the said Articles of Incorporation:

"ARTICLE XI

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law."

This Amendment was adopted by the stockholders and directors on September 10, 1998. The Amendment was approved by unanimous consent of all stockholders entitled to vote.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 10th day of September, 1998.


W. W. GAY, Chief Executive
Officer