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TRANSMITTAL LETTER

FILED

02 JUL 24 AM 10:08

TO: Amendment Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Beacon Technical Industries, Inc.
(Name of Participant)

DOCUMENT NUMBER: 270419

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

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J. David Putnal, Esq.
(Name of Person)

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Mazursky & Dunaway, LLP
(Name of firm/company)

1230 Peachtree Street, N.E., Suite 2440
(Address)

Atlanta, Georgia 30309
(City/state and zip code)

For further information concerning this matter, please call:

J. David Putnal, Esq. at (404) 888-8836
(Name of person) (Area code & daytime telephone number)

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Division of Corporations
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Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

PS 7/31/02
Amend

ARTICLES OF AMENDMENT

FILED

TO ARTICLES OF INCORPORATION

02 JUL 24 AM 10: 08

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEACON TECHNICAL INDUSTRIES, INC.

[Document Number 270419]

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:

1. Article III, Section (a) of the Articles of Incorporation of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, is hereby amended to read:

(a) Restrictions on Holders. Class A common stock shall be issued to those persons, entities or fiduciaries as may be from time to time approved by the Board of Directors. The holders of the prior single class of common stock of the corporation of record on the books of the corporation as of September 8, 1988, shall be deemed to be holders of Class A common stock of the corporation as of September 9, 1988.

Class B common stock shall be issued to and held only by the Trustees of the Employee Stock Option Plan of the Corporation and by former participants in such plan, as such plan may be amended from time to time, and by former participants in such plan who have received such shares of Class B Common Stock as distributions from such plan or their beneficiaries or donees. Each share of Class B common stock held by the said Trustees or distributed to former participants shall be denominated as either "allocated" or "unallocated." Allocated shares of Class B common stock shall be those shares of such stock as may from time to time be allocated or set aside by the Trustees for the account and benefit of employees of the corporation named at the time of such allocation or which have been distributed to such employees from such plan.

2. Article III, Section (b) of the Articles of Incorporation of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, is hereby amended to read:

(b) Voting Rights. At all meetings of stockholders, each holder of record of Class A common stock shall be entitled to vote and shall have one vote for each share of Class A common stock held by him of record. At all such meetings, each holder of a beneficial interest in allocated Class B common stock shall be entitled to vote and shall have one vote for each share of allocated Class B common stock in which such person holds a beneficial interest. The Trustees of the Employee Stock Option Plan of the corporation shall be entrusted to vote and shall have one vote for each share of unallocated Class B common stock held by them. Former participants of such plan or their beneficiaries or donees who are holders of record of Class B common stock shall be entitled to vote and shall have one vote for each share of Class B common stock held by them of record.

3. Article III, Section (c) of the Articles of Incorporation of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, is hereby amended to read:

(c) Dividend Rights. The holder of each share of Class A common stock or Class B common stock and that holder of the beneficial interest in each share of allocated Class B common stock (including shares distributed to former participants in such plan) shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the corporation legally available therefore, an equal dividend for each such share as may be declared from time to time by the Board of Directors. The dividend for each share of Class A common stock or Class B common stock shall be distributed to the holder of such stock, and the dividend for each share of Class B common stock shall be distributed to the Trustees of the Employee Stock Option Plan of the corporation for the account and benefit of the person holding the beneficial interest in such Class B common stock or to former participants in said plan who have received such shares as distributions from such plan or their beneficiaries or donees.

4. Article III, Section (d) of the Articles of Incorporation of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, is hereby amended to read:

(d) Liquidation Rights. Upon the dissolution or liquidation of the corporation, the assets of the corporation available for distribution to stockholders shall be distributed ratably among the holders of shares of Class A common stock, Class B common stock, and allocated Class B common stock at the time outstanding. The assets distributed with respect to Class A common stock shall be distributed to the holders of such stock, and the assets distributed with respect to Class B common stock shall be distributed to the Trustees of the Employee Stock Option Plan of the corporation for the account and benefit of the persons having the beneficial interest in such stock or to former participants in said plan who have received such shares as distributions from such plan or their beneficiaries or donees.

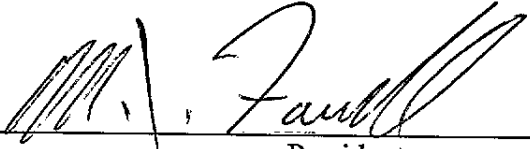
5. Article III, Section (e) of the Articles of Incorporation of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, is hereby amended to read:


(e) Restrictions on Transfers of Shares. Shares of Class A common stock of the corporation shall be subject to the restrictions on transfer of such shares set forth in the Stockholders Agreement applicable to the prior single class of common stock of the corporation as of September 8, 1988, as the said agreement may be from time to time amended.

Shares of allocated Class B common stock shall be transferable by the Trustees of the corporation's Employee Stock Option Plan only to the corporation or to former participants in such plan who receive such shares as distributions from such plan or their beneficiaries or donees.

6. The foregoing amendment was adopted by the Board of Directors of the Corporation on June 25, 2002, and was adopted by the shareholders of this corporation on June 28, 2002.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Article of Amendment as of the 22 day of July, 2002.

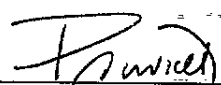

_____, President


_____, Secretary

STATE OF GEORGIA)

COUNTY OF DEKALB)

The foregoing Articles of Amendment were acknowledged before me this 22 day of July, 2002, by MICHAEL FARRELL, President of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, on behalf of the corporation.



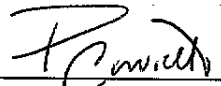
Notary Public, State of Georgia at Large

Notary Public, DeKalb County, Georgia
My Commission Expires Feb. 20, 2006

STATE OF GEORGIA)

COUNTY OF DEKALB)

The foregoing Articles of Amendment were acknowledged before me this 22 day of July, 2002, by Phoebe HILAND, Secretary of BEACON TECHNICAL INDUSTRIES, INC., a Florida corporation, on behalf of the corporation.



Notary Public, State of Georgia at Large

Notary Public, DeKalb County, Georgia
My Commission Expires Feb. 20, 2006