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LAWRENCE J. MEYER, P.A.

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March 4, 1998

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LAWRENCE J. MEYER

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

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-03/10/98--01025--005  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: CARL'S ELECTRIC, INC.

Gentlemen:

Relative to the above, enclosed please find the following documents:

1. Copy of Waiver of Notice and Minutes of Special Meeting of the Board of Directors.
2. Copy of Waiver of Notice and Minutes of Special Meeting of Stockholders.
3. Original and copy of Certificate of Amendment of Certificate of Incorporation.

98 MAR 10 AM 11:23  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
Returned  
Returned

Kindly furnish us with a certified copy of the Certificate of Amendment of Certificate of Incorporation, together with your Certificate suitable for recording among the Public Records of Broward County, Florida.

Our trust account check payable to your order in the sum of \$96.25 is enclosed herewith to cover cost of the following:

Filing fee	\$35.00
Certified copy	52.50
Certificate	8.75

Thank you for your kind cooperation.

VS MAR 12 1998

Respectfully yours,

LAWRENCE J. MEYER

LJM:jr  
Encs.

N/C

FILED  
98 MAR 10 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION

OF

CARL'S ELECTRIC, INC.

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CARL'S ELECTRIC, INC., under its corporate seal and the hands of its President, DAVID ANNESTY, and its Secretary, DAVID ANNESTY, hereby certifies that:

1. The Board of Directors of said Corporation at a meeting called and held on March 4, 1998, at which all Directors were present, unanimously adopted the following resolution:

BE IT RESOLVED by the Board of Directors of CARL'S ELECTRIC, INC., a Florida corporation, that its corporate name be changed from CARL'S ELECTRIC, INC., to FT. LAUDERDALE ELECTRIC, INC.

BE IT FURTHER RESOLVED that this Amendment be proposed by the Board of Directors of the Corporation to the Stockholders of the Corporation at a Stockholder's Meeting called for the purpose of approving said Amendment of the Certificate of Incorporation of CARL'S ELECTRIC, INC.

BE IT FURTHER RESOLVED that the President and Secretary of CARL'S ELECTRIC, INC. be and the same are hereby authorized to execute the necessary Certificate of Amendment and to file same with the Secretary of State of the State of Florida, and to further pay all fees in connection with the filing of said Certificate of Amendment of the Corporate Charter of CARL'S ELECTRIC, INC.

BE IT FURTHER RESOLVED by the Board of Directors that a Special Meeting of the Stockholders of record entitled to vote for the consideration of said Amendment be and the same is hereby called to be held at 125 North 46 Avenue, Hollywood, Florida 33021, on the 4th day of March, 1998, at 11:00 o'clock A.M.

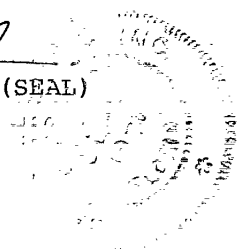
2. The Meeting of the Stockholders of the Corporation called by the Board of Directors as aforesaid was held on March 4, 1998, at which meeting all of the Stockholders of the Corporation were present, together with the Secretary of the Corporation, and at said meeting of the Stockholders, said Amendment of the Certificate of Incorporation was duly approved and adopted by the unanimous vote of all the Stockholders of the Corporation.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President.

and its Secretary, and its corporate seal to be here-  
unto affixed, this 4th day of March, 1998.

CARL'S ELECTRIC, INC.

By: *David Anesty* (SEAL)  
DAVID ANNESTY  
President/Secretary



STATE OF FLORIDA )  
                          ) SS  
COUNTY OF BROWARD )

ON THIS DAY, personally appeared before me, the under-  
signed officer duly authorized by the Laws of the State  
of Florida, to take acknowledgments and administer oaths,  
DAVID ANNESTY, the President/Secretary of CARL'S ELECTRIC,  
INC., a Florida corporation, and who acknowledged that he  
executed the above and foregoing Certificate of Amendment  
as such officers for and on behalf of said Corporation,  
after having been duly authorized to do so.

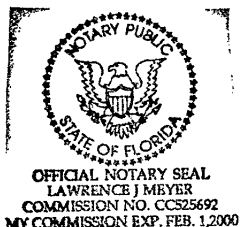
WITNESS my hand and official seal at Hollywood, Broward  
County, Florida, this 4th day of March, 1998.

*Lawrence J Meyer*

**LAWRENCE J MEYER**

NOTARY PUBLIC  
State of Florida at Large

My commission expires:



Personally known to me ✓

OR

Produced \_\_\_\_\_ as identification