

BLAIR M. JOHNSON, P.A.
ATTORNEY AT LAW
P. O. BOX 770496
425 S. DILLARD STREET
WINTER GARDEN, FLORIDA 34777-0496

(407) 656-5521

FAX (407) 656-0305

April 27, 1998

405960

Department Of State
Division Of Corporation
Attention: Amendment Division
The Capitol
Tallahassee, Florida 32304

re: Custom Metal Designs, Inc.

Dear Reader:

Enclosed for filing is the original and one copy of the Articles Of Amendments and a copy of the Minutes Of The Special Meeting Of Directors And Shareholders for Custom Metal Designs, Inc. Also enclosed is a check in the amount of \$87.50 representing payment of \$35.00 filing fee and \$52.50 certified copy fee.

Please file the enclosed original Articles Of Amendment and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

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-05/01/98-01061-010
*****87.50 *****87.50

Sincerely,


Mr. Blair M. Johnson

FILED
98 MAY -1 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

kad

Enclosures

cc: Saul P. Grimes, Custom Metal Designs, Inc.

c:\corporat\letter to sec. of state re filing amendment

Amend
LFT 5-8-98

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ARTICLES OF AMENDMENTS

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CUSTOM METAL DESIGNS, INC.

Pursuant to the provisions of section 607.1006 Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendments to its articles of incorporation:

FIRST: AMENDMENTS TO ARTICLE III. CAPITAL STOCK

To Read: The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 300,000 shares of common shares, reclassified as 150,000 shares of voting stock and 150,000 shares of non-voting stock having a par value of \$.01 per share.

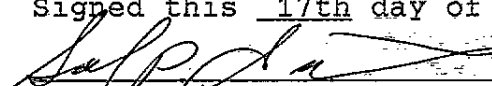
Deleted: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share.

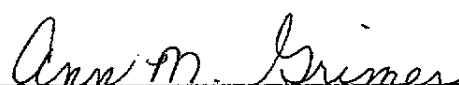
SECOND: Outstanding issued stock to be exchanged for the reclassified stock and cancelled.

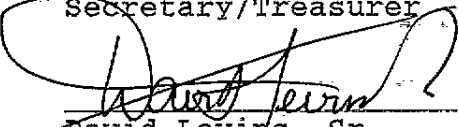
THIRD: The date of the adoption of this amendments is April 8, 1998.

FOURTH: The amendments were approved by the shareholders and adopted by the Board of Directors, a majority being cast.

Signed this 17th day of April, 1998.


Saul P. Grimes
President - Director - Stockholder


Ann M. Grimes
Secretary/Treasurer Director - Stockholder


David Levins, Sr.
Vice President-Finance - Director

COPY

MINUTES OF THE SPECIAL MEETING OF DIRECTORS & STOCKHOLDERS
OF
CUSTOM METAL DESIGNS, INC.

The special meeting of Directors and Stockholders of the Corporation was held at the offices in Winter Garden, FL on Wednesday, April 8, 1998 at 10:00am.

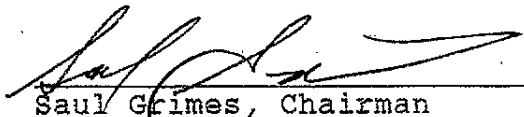
The following Directors were present: Saul Grimes, Stockholder
Ann Grimes, Stockholder
David Levins, Sr.
being all the Directors and stockholders of the Corporation and quorum.

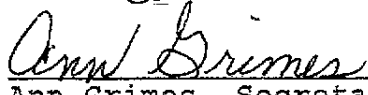
Saul Grimes was elected Chairman and Ann Grimes was elected Secretary of the meeting. Ann, as Secretary presented and read a Waiver of Notice to the meeting subscribed by all and it was ordered append to the Minutes of the Meeting. The Minutes of the prior meeting was read and approved.

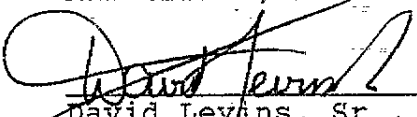
A motion was made to adopt amendments to the authorized shares of Capital Stock.

There being no further business before the meeting on motion duly made and seconded, the motion to adjourn was passed.

Date: April 8, 1998


Saul Grimes, Chairman


Ann Grimes, Secretary


David Levins, Sr., Director

The following have been appended to the Minutes of the Meeting.

WAIVER OF NOTICE
ARTICLES OF AMENDMENTS TO ARTICLES OF INCORPORATION OF
CUSTOM METAL DESIGNS, INC.

CUSTOM METAL DESIGNS, INC.

We, the undersigned being all the Directors and Stockholders of the Corporation hereby agree and consent that the meeting of directors and stockholders held at this date, time and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of meeting: March 27, 1998, Friday

Time of meeting: 10:00 am

Place of meeting: Office of Corporation

Purpose of meeting: To discuss amendments to the Capital Stock.

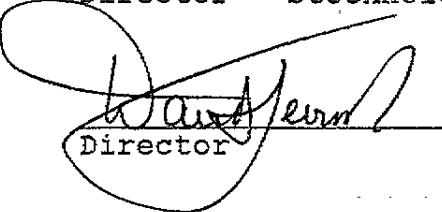
Dated: March 27, 1998, Friday



Director - Stockholder



Director - Stockholder



Director