

473518



ACCOUNT NO. : 072100000032

REFERENCE : 419698 4344517

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : October 19, 1999

ORDER TIME : 10:17 AM

8000003019648--1

ORDER NO. : 419698-005

CUSTOMER NO: 4344517

CUSTOMER: Ms. Kathy Mccamey
Centex Corporation
2728 North Harwood
Mailroom/no. 209
Dallas, TX 75201

DOMESTIC AMENDMENT FILING

NAME: CENTEX-GREAT SOUTHWEST
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

N.C.
C. COULLETTE OCT 20 1999

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

FILED
99 OCT 20 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 OCT 20 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATE &
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

-oo0oo-

FILED
99 OCT 20 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CENTEX-GREAT SOUTHWEST CORPORATION, a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Articles of Incorporation of said Corporation:

BE IT THEREFORE RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing the First Article thereof, so that, as amended, said Article shall be and read in its entirety as follows:


"The name of the corporation is **Centex Rooney Marine, Inc.**"

SECOND: That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 607.1003 of the Florida Statutes.

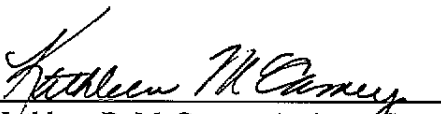
THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 607.1003 of the Florida Statutes.

IN WITNESS WHEREOF, said Centex-Great Southwest Corporation has caused these articles to be signed by Bob L. Moss, its Chairman of the Board, President and Chief Executive Officer and Kathleen B. McCamey, its Assistant Secretary this 22 day of September, 1999

CENTEX-GREAT SOUTHWEST CORPORATION

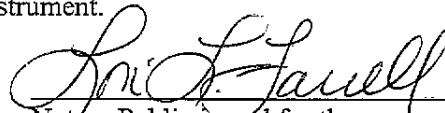
By: 
Bob L. Moss
Chairman of the Board, President and
Chief Executive Officer

ATTEST:

By: 
Kathleen B. McCamey, Assistant Secretary

STATE OF FLORIDA §
 §
COUNTY OF Broward §

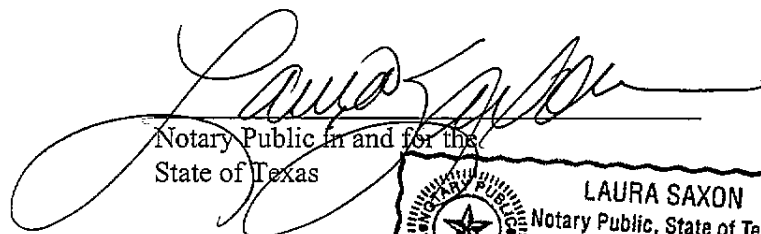
On this 22nd day of September, 1999, personally appeared before me, a Notary Public, Bob L. Moss, Chairman of the Board, President and Chief Executive Officer of Centex-Great Southwest Corporation, who severally acknowledged that he executed the above instrument.


Notary Public in and for the
State of Florida



STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 22nd day of September, 1999, personally appeared before me, a Notary Public, Kathleen B. McCamey, Assistant Secretary of Centex-Great Southwest Corporation, who severally acknowledged that she executed the above instrument.


Notary Public in and for the
State of Texas




CERTIFIED CORPORATE RESOLUTIONS

I, Kathleen B. McCamey, Assistant Secretary of Centex-Great Southwest Corporation, a corporation duly organized and existing under the laws of the State of Florida, do hereby certify that I have access to the records and minutes of the proceedings of the sole stockholder of said Corporation; that the resolutions set forth in the Exhibit A attached hereto, were duly adopted by the Unanimous Written Consent of said sole stockholder as of September 17, 1999; that said resolutions and the adoption thereof are consistent with the laws of said State, and with the Articles of Incorporation and the By-laws of said State, and that said resolutions have not been revoked or amended and are now in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Corporation this 24 day of ~~September~~, 1999.




Kathleen B. McCamey
Assistant Secretary
Centex-Great Southwest Corporation