

477053

LAW OFFICE OF

THOMAS W. GARRARD, P. A.

520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

SANDRA S. MILLICAN
CERTIFIED LEGAL ASSISTANT

(941) 639-7020
TELECOPIER (941) 637-7352

February 12, 1998

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

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-02/19/98--01088--008
*****35.00 *****35.00

Re: Taylor Contractors of Florida, Inc.

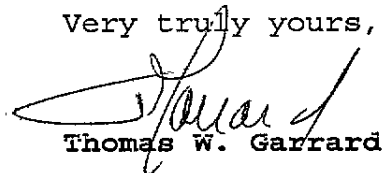
Dear Sir/Madam:

Enclosed herein is an original and one copy of the Articles of Amendment To Articles of Incorporation of Taylor Contractors of Florida, Inc., as well as my office check, in the amount of \$35.00, representing the required amendment fee.

After processing, please return a copy of the same reflecting the date of filing thereof. A self-addressed, stamped envelope is provided for your convenience.

Should you have any questions or require additional documentation, do not hesitate to contact me.

Very truly yours,


Thomas W. Garrard

TWG:sm

Enclosures

FILED
98 MAR -6 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
DGG
3-6

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520 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

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March 3, 1998

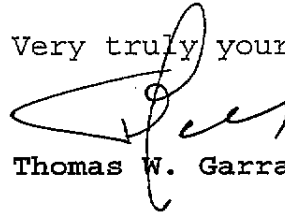
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Taylor Contractors of Florida, Inc.

Dear Sir/Madam:

Enclosed is a copy of your letter of instruction dated February 20, 1998, the original and one copy of the Articles of Amendment and the original and one copy of the Resolution thereto. If you have any questions or require additional documentation, please feel free to contact me.

Very truly yours,



Thomas W. Garrard

TWG:sm

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 20, 1998

THOMAS W. GARRARD, P.A.
520 EAST OLYMPIA AVENUE
PUNTA GORDA, FL 33950

SUBJECT: TAYLOR CONTRACTORS OF FLORIDA, INC.
Ref. Number: 477055

We have received your document for TAYLOR CONTRACTORS OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 198A00009844

RECEIVED
98 MAR -6 AM 10:07
DIVISION OF CORPORATIONS

Articles of Amendment To
Articles of Incorporation of
Taylor Contractors of Florida, Inc.

First: Article III of the Articles of Incorporation of Taylor Contractors of Florida, Inc., filed with the Secretary of State on May 30, 1975, is deleted in its entirety and is hereby replaced with the following language:

Article III

The maximum number of common shares of stock that this corporation is authorized to have outstanding at any one time is one hundred and fifty {150} at one dollar {\$1.00} par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

The corporation also may issue five hundred {500} shares of non-voting, non-cumulative preferred stock and ten thousand {10,000} shares of non-voting, cumulative preferred stock {Class A preferred}. The preferred stock shall have a par value of fifty {\$50.00} dollars per share. The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net profits of the corporation at the rate of eight {8%} per cent of the par value thereof per year before any dividend shall be paid upon, or provided for, the common stock. Such dividends shall be payable in semi-annual installments on June 15th of each year. The preferred stock shall be preferred as to both earnings and assets, and in the event of liquidation, dissolution, or winding up of the corporation, whether voluntarily or involuntarily, the holders of the preferred stock of the corporation shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid in full the par value of fifty {\$50.00} dollars per share of preferred stock.

Executed this 2nd day October, 1997

Taylor Contractors of Florida, Inc.,
a Florida corporation

By

Maria Taylor
Maria Taylor,

as Secretary

Resolution Amending The Certificate of Incorporation

of Taylor Contractors of Florida, Inc.

I Hereby Certify that I am the elected and qualified secretary of Taylor Contractor of Florida, Inc., a Florida corporation, and the keeper of the records and corporate seal of said corporation; that the following is a true and correct copy of a resolution duly adopted at a meeting of all the members of the board of directors and all the shareholders of said corporation held in accordance with its by-laws at the corporate office located at 315 East Olympia Avenue, Punta Gorda, Florida, on the 31st day of August, 1997, which meeting was duly called and properly held, and the following resolution was unanimously adopted and is now in full force and effect, said resolution is as follows:

Resolved that Article III of the Certificate of Incorporation is amended to read:

The maximum number of common shares of stock that this corporation is authorized to have outstanding at any one time is one hundred and fifty {150} at one dollar {\$1.00} par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

The corporation also may issue five hundred {500} shares of non-voting, non-cumulative preferred stock and ten thousand {10,000} shares of non-voting, cumulative preferred stock {Class A preferred}. The preferred stock shall have a par value of fifty {\$50.00} dollars per share. The holders of the preferred stock shall be entitled to receive, when and as declared by the Board of Directors, dividends from the surplus or net profits of the corporation at the rate of eight {8%} per cent of the par value thereof per year before any dividend shall be paid upon, or provided for, the common stock. Such dividends shall be payable in semi-annual installments on June 15th of each year. The preferred stock shall be preferred as to both earnings and assets, and in the event of liquidation, dissolution, or winding up of the corporation, whether voluntarily or involuntarily, the holders of the preferred stock of the corporation shall be entitled, before any assets of the corporation shall be distributed among or paid

over to the holders of the common stock, to be paid in full the par value of fifty {\$50.00} dollars per share of preferred stock.

In Witness Whereof, I have hereunto set my hand as secretary of said corporation and affixed the corporate seal this 31st day of August, 1997.

Taylor Contractors of Florida, Inc.

By


Maria Taylor,

as Secretary

{Corporate Seal}