HERZOG, CREBS & McGHEE, LLP

ATTORNEYS AT LAW

Christine Shumaker crs@hcmllp.com

ONE CITY CENTRE - 24th FLOOR 515 NORTH SIXTH STREET ST. LOUIS, MISSOURI 63101-2409

01 JUL 16 PM 1: 08 5111 WEST MAIN

ILLINOIS OFFICE

(314) 231-6700 FAX (314) 231-4656

SECRETARY OF BELLEVILLE, ILLINOIS 62226-4797 TALLAHASSEE, FLORIDA 618) 235-7656

July 9, 2001

Florida Department of State Division of Corporations PL-02, The Capitol Tallahassee, Florida 32399-0250

RE: Fred W. Ahlemeier Co. of Florida

Dear Sir or Madam:

Enclosed please find for filing an original and one copy of the Articles of Amendment to the Articles of Incorporation for the above referenced Florida corporation. I have also enclosed our check in the amount of \$35.00 for filing fees.

Please provide a file stamped copy of the Articles for our records. A self-address stamped envelope has been provided for your convenience.

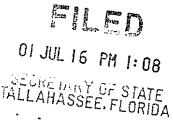
If you have any questions or require additional information, please feel free to contact me.

Sincerely,

Paralegal

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



FRED W. AHLEMEIER CO. OF FLORIDA

FRED W. AHLEMEIER CO. OF FLORIDA

(present name)

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE FIVE IS CHANGED TO READ AS FOLLOWS:

The number of directors to consitite the Board of Directors is two (2).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: May 17, 2001
FOURTH	L: Adoption of Amendment(s) (CHECK ONE)
×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this17thday of May
	the sharehothers)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Barry W. Ahlemeier
	Typed or printed name
	President Barry W. allemera