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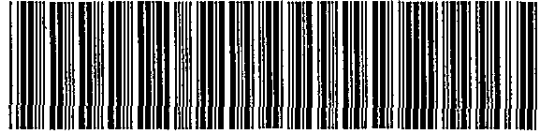
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TALLAHASSEE, FLORIDA

F86582
5-21-04
Annex 04

LAW OFFICES
TAYLOR & TAYLOR
JAMES J. TAYLOR JR. • MARY A. TAYLOR

KEYSTONE HEIGHTS
160 MAGNOLIA AVENUE
KEYSTONE HEIGHTS, FLORIDA 32656
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June 2, 2004

CRESCENT BEACH
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ST. AUGUSTINE, FLORIDA 32080
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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32324

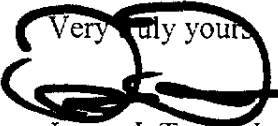
Re: Articles of Amendment to the Articles of Incorporation of
Bryan's Ace Home Center, Inc.

Dear Sirs:

Enclosed for filing are the original and a copy of articles of amendment to the articles of incorporation for the corporation referenced above.

Also enclosed is our firm check in the amount of \$35.00 for the filing fee.

Please return a copy of the filed articles of amendment to our **Keystone Heights office.**

Very truly yours,

James J. Taylor Jr.

Enclosures

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BRYAN'S ACE HOME CENTER, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUN - 4 AM 9:13

FILED

Bryan's Ace Home Center, Inc. ("the corporation"), by and through its undersigned president and secretary, files these Articles of Amendment pursuant to Florida Statutes Sections 607.1006.

The following amendment was adopted by the shareholders of the corporation on June 2, 2004. The number of votes cast for the amendment by the shareholders was sufficient for approval.

The text of the amendment is as follows:

"RESOLVED, by the shareholders that the capital structure of the corporation shall be amended and reorganized by the creation of two classes of authorized shares of common stock, one class to consist of One Thousand (1,000) shares of voting stock and one class to consist of Fifty Thousand (50,000) shares of non-voting stock; and

"RESOLVED, by the shareholders that the corporation's Articles of Incorporation as filed with the Florida Department of State shall be amended as follows for the purpose of effectuating the foregoing resolution, effective as of the date of filing such amendment with the Florida Department of State:

"Article III of the Articles of Incorporation shall be amended and completely restated as follows:

"ARTICLE III

"Section 1. The maximum number of shares this corporation is authorized to issue shall be as follows:

"Class A Voting Common Stock: One Thousand (1,000) shares of Class A Voting Common Stock having a par value of One Dollar (\$1.00) per share; and

"Class B Non-Voting Common Stock: Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Dollar (\$1.00) per share.

"All stock shall be fully paid and non-assessable.

"Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting rights and privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. In the event of the liquidation, dissolution or winding up of the corporation,

whether voluntary or otherwise, the holders of Class A Voting Common Stock shall be entitled, after payment of the debts of the corporation, to their aliquot share of all remaining assets of the corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

“Section 3. The Class B Non-Voting Common Stock shall have no voting rights or privileges whatsoever, all such voting rights and privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or otherwise, the holders of Class B Non-Voting Common Stock shall be entitled, after payment of the debts of the corporation, to their aliquot share of all remaining assets of the corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

“Section 4. The corporation has elected to be taxed as a “small business corporation” for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code. These articles of incorporation and the bylaws of the corporation shall be construed, interpreted, applied and enforced only in a manner that is consistent with said election. Any provisions of the articles of incorporation and bylaws that are inconsistent with said election shall be invalid and unenforceable, but only to the extent of the inconsistency. Without limiting the generality of the foregoing, the distribution and liquidation rights of Class A Voting Common Stock and Class B Non-Voting Common Stock shall be identical in all respects.

“Section 5. The shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the corporation of any class, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the shareholders then holding shares of any class of its capital stock.

“Section 6. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the board of directors of this corporation, shall be of the valuation equivalent to the value of the stock to be issued.

“Section 7. After the effective date of this amended Article III, each share of the corporation’s issued and outstanding common stock shall be converted to one (1) share of Class A Voting Common Stock of the corporation and one hundred (100) shares of Class B Non-Voting Common Stock of the corporation, at the time and in the manner prescribed by the corporation’s board of directors.

“RESOLVED, by the shareholders that the president and secretary of the corporation are authorized and directed to file appropriate Articles of Amendment with the Florida Department of State, Division of Corporations, to provide notice of the foregoing amendment.”

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on June 2, 2004.

BRYAN'S ACE HOME CENTER, INC.

By William B. Gibbs
William B. Gibbs
Its President

Attest: Deborah K. Gibbs
Deborah K. Gibbs
Its Secretary

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing Articles of Amendment were acknowledged before me this 2nd day of June, 2004, by William B. Gibbs, as President of Bryan's Ace Home Center, Inc., and by Deborah K. Gibbs, as Secretary of Bryan's Ace Home Center, Inc. They are personally known to me.



James J. Taylor, Jr.
MY COMMISSION # DD139776 EXPIRES
October 1, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

James J. Taylor Jr.
Print Name: James J. Taylor Jr.
Notary Public, State of Florida

[Seal]