



Restoration Services, Inc.

May 14, 1999

F93000003089

VIA: U.S. MAIL

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002877434--3  
-05/17/99--01110--019  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

RE: Application to File Amendment (FL)

To Whom It May Concern:

Please accept the enclosed Application by Foreign Profit Corporation to file Amendment to Application for Authorization to Transact Business in Florida. We are enclosing an original certificate from our state of incorporation (NJ) evidencing the amendment and also our check in the amount of **\$52.50** to cover the following fees for the amendment:

Filing Fee	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Thank you for your help and cooperation with this matter, and please call me at (440) 248-2060 with any questions you may have.

Sincerely,

CDI, Inc.

Amy J. Zmecek  
Logistics Coordinator

NC  
5-25-99  
JHS

FILED  
99 MAR 17 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

1. CDI Construction & Management Services, Inc.  
Name of corporation as it appears on the records of the Department of State.
2. New Jersey 3. August 28, 1997  
Incorporated under laws of Date authorized to do business in Florida

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 4-19-99
5. CDI Restoration Services, Inc.  
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.  
NA  
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
NA  
New Jurisdiction

**FILED**  
99 MAR 17 AM 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[Signature]  
Signature

4/27/99  
Date

B.K. Bower  
Typed or printed name

General Manager/Fiduciary  
Title

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

CDI RESTORATION SERVICES, INC.

I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Incorporation  
Certificates of Amendments  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
12th day of May, 1999

*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer

CGN  
**FILED**

C-102A Rev 12/93

APR 19 1999

New Jersey Department of the Treasury  
Division of Revenue  
Certificate of Amendment to the  
Certificate of Incorporation  
(For Use by Domestic Profit Corporations)

~~James A. DiEsterio, Jr.~~  
**State Treasurer**

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: CDI, Construction & Management Services, INC.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 5<sup>th</sup> day of April 1999:

Resolved, that Article One of the Certificate of Incorporation be amended to read as follows:

CDI Restoration Services, Inc.

3. The number of shares outstanding at the time of the adoption of the amendment was: 100  
The total number of shares entitled to vote thereon was: 100

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number of outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

N/A

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment

100

Number of Shares Voting Against Amendment

-0-

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

6. Other provisions: N/A (Omit if not applicable).

N/A

CDI, Construction & Management Services, Inc.  
BY: C. Fitzgerald - President

(Signature)

Dated this 15<sup>th</sup> day of April 1999

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

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New Jersey Department of State  
Division of Commercial Recording  
Certificate of Amendment to the  
Certificate of Incorporation  
(For Use by Domestic Profit Corporations)

CGN  
FILED  
C-122A Rev 12/93  
AUG 4 1997

LONNA B. HOOKS  
Secretary of State

"Federal Employer Identification No."

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: Com-Dust Floors, Inc.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 1st day of August, 1997:

Resolved, that Article One of the Certificate of Incorporation be amended to read as follows:

CDI Construction & Management Services, Inc.

3. The number of shares outstanding at the time of the adoption of the amendment was 100.  
The total number of shares entitled to vote thereon was 100.

If the shares of any class or series of shares are entitled to vote thereon as a class, set forth below the designation and number if outstanding shares entitled to vote thereon of each such class or series. (Omit if not applicable).

N/A

4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment

Number of Shares Voting Against Amendment

100

-0-

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, set forth a statement of the manner in which the same shall be effected. (Omit if not applicable).

N/A

6. Other provisions: (Omit if not applicable).

Com-Dust Floors, Inc.

(Corporate Name)

By

(Signature)

Dated this 1st day of August, 1997.

Charles T. Fitzgerald President

(Type Name and Title)

May be executed by the Chairman of the Board, or the President, or a Vice President of the Corporation.

The purpose of this form is to simplify the filing requirements of the Secretary of State and does not replace the need for competent legal advice.

284597 529569

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1NB  
FILED

JUN 27 1989

CERTIFICATE OF INCORPORATION  
OF  
COM-DUST FLOORS, INC.

JANE BURGIO  
Secretary of State

0551438

To: The Secretary of State  
State of New Jersey

The undersigned, of the age of eighteen years or over,  
for the purpose of forming a corporation pursuant to the provisions  
of Title 14A, Corporations, General, of the New Jersey Statutes, does  
hereby execute the following Certificate of Incorporation:

FIRST: The name of the corporation is  
COM-DUST FLOORS, INC.

SECOND: The purposes for which this corporation is  
organized are:

To engage in any activity within the purposes for which  
corporations may be organized under the "New Jersey Business Corporation  
Act," N.J.S. 14A:1-1 et seq.

In addition to the powers conferred upon shareholders,  
directors, and officers of corporations under the "New Jersey Business  
Corporation Act," N.J.S. 14A:1-1 et seq., the shareholders and directors  
of the corporation shall have the following additional express power:

- (1) The shareholders shall have the express power to  
remove any director of the corporation at any annual  
or special meeting or other time, either with or  
without cause, by the vote of a majority of a quorum  
of shareholders present at such time or meeting.
- (2) The directors shall have the express power to remove  
any officer of the corporation at any annual or  
special meeting or other time, either with or with-  
out cause, by the vote of a majority of a quorum of  
directors present at such time or meeting.

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100 112019.3

(3) Except to the extent prohibited by law, no director or officer of the corporation shall be personally liable to the corporation or its shareholders for damages for breach of any duty owed to the corporation or its shareholders, provided that a director or officer shall not be relieved from liability for any breach of duty based upon an act or omission (a) in breach of such person's duty of loyalty to the corporation or its shareholders, (b) not in good faith or involving a knowing violation of law or (c) resulting in receipt by such person of an improper personal benefit.

(4) To the extent permitted by law, the corporation shall defend, indemnify and hold its officers and directors harmless for all acts and omissions in the performance of their duties for the corporation, provided that such acts or omissions are made in good faith and do not involve a knowing violation of the law nor result in an improper personal benefit to the officers or directors.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue is

200 Shares Without Nominal or Par Value

FOURTH: The name and address of the corporation's initial Registered Agent therein is

Larry Goldbeck

9 Summit Trail  
Flemington, New Jersey 08822

FIFTH: The number of directors constituting the initial Board of Directors shall be two and the names and addresses of the directors are as follows:

Larry Goldbeck

9 Summit Trail  
Flemington, New Jersey 08822

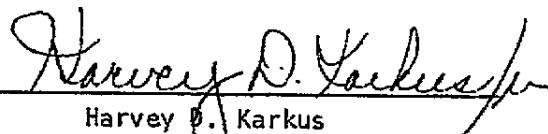
Charles T. Fitzgerald

16442 Haskins Road  
Chagrin Falls, Ohio 44022

SIXTH: The name and address of the Incorporator is as follows:  
Harvey D. Karkus 86 Smith Street  
P.O. Box 618  
Perth Amboy, New Jersey 08862

IN WITNESS WHEREOF, the undersigned, the incorporator of the  
above-named Corporation, has hereunto signed this Certificate of  
Incorporation.

Dated: June 27, 1989

  
Harvey D. Karkus

Filed by:  
Karkus Press  
86 Smith Street  
P.O. Box 618  
Perth Amboy, New Jersey 08862



STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

**CDI RESTORATION SERVICES, INC.**

*With the Previous or Alternate Name*

**CDI CONSTRUCTION & MANAGEMENT SERVICES, INC.**

*I, the Treasurer of the State of New Jersey,  
do hereby certify that the above-named  
New Jersey Domestic Profit Corporation was  
registered by this office on June 27, 1989.*

*As of the date of this certificate, said business  
continues as an active business in good standing  
in the State of New Jersey, and its Annual Reports  
are current.*

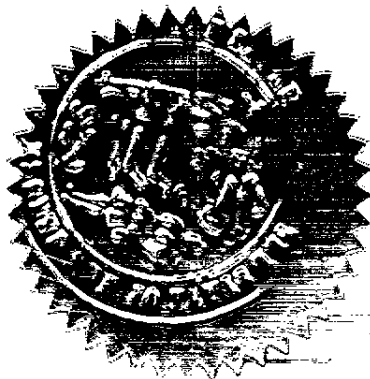
*I further certify that the registered agent and  
registered office are:*

*Peter Dibuono  
7 Kelly Drive  
Succasunna, NJ 07876*

*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

CDI RESTORATION SERVICES, INC.  
With the Previous or Alternate Name  
CDI CONSTRUCTION & MANAGEMENT SERVICES, INC.



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
12th day of May, 1999

A handwritten signature in dark ink, reading "James A. DiEleuterio, Jr.", with a stylized flourish at the end.

James A DiEleuterio, Jr.  
Treasurer