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SPINNER, DITTMAN, FEDERSPIEL & DOWLING

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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ROBERT A. DITTMAN  
DONALD C. DOWLING  
ROBERT W. FEDERSPIEL, P.A.  
JOHN W. SPINNER

November 6, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Articles of Amendment for Carroll  
Brothers Construction, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment  
of Carroll Brothers Construction, Inc., together with my client's  
check in the amount of \$87.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
TOTAL	<u>\$87.50</u>

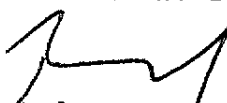
300002343083--5  
-11/10/97-01123-009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Please send me a certified copy of the Articles of Incorporation.

Thank you for your kind attention.

Sincerely,

ROBERT W. FEDERSPIEL, P.A.

  
Robert W. Federspiel

RWF:kp  
Enc.

FILED  
97 NOV 10 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

11/14

AMENDMENT TO ARTICLES OF INCORPORATION

of

CARROLL BROTHERS CONSTRUCTION, INC.

Pursuant to the provisions of Section 607.177 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is CARROLL BROTHERS CONSTRUCTION, INC.
2. Article IV is hereby amended in its entirety to read:

ARTICLE IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

3. The above Amendment was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation eligible to vote by having signed a written statement manifesting their intention that such Amendment to the Articles of Incorporation be adopted on the 31 day of October, 1997.

CARROLL BROTHERS CONSTRUCTION, INC.

By: Charles J. Carroll  
Charles J. Carroll, President

Attest:

Patti A. Gomez  
Patti A. Gomez, Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me this day personally appeared CHARLES J. CARROLL and PATTI A. GOMEZ, X who are personally known to me or     who produced                                  and                                  as identification and who executed the foregoing instrument as President and Secretary of the above named CARROLL BROTHERS CONSTRUCTION, INC., a Florida corporation, and severally acknowledged to and before me that they executed said instrument as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 03 day of NOV, 1997.

Denise Papa  
Notary Public  
State of Florida  
My commission expires:  
Commission No.:

(SEAL)



DENISE F. PAPA  
My Commission CC986344  
Expires Jul. 28, 1998