

Palmer Ventures, Inc.

3261 N. W. Third Avenue, Ft Lauderdale, Florida 33309

February 4, 1999

K25731

Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

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-02/10/99-01091-005
*****35.00 *****35.00

Enclosed find Article of Amendment to Articles of Incorporation, a check for \$35.00, and a copy Articles of Amendment as prepared by our attorney on June 10, 1997 and included in our Minutes. (Apparently, our attorney never filed this with the State of Florida.)

If you have any questions, contact:

Shelby Palmer
3261 N. W. Third Avenue
Oakland Park, Florida 33309
Telephone 954-565-1143

Sincerely yours,


Shelby Palmer

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2-15-99
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99 FEB 10 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 FEB 10 PM 1:35

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEST ROOFING, INC.

to

PALMER VENTURES, INC.

(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)

Pursuant to the provisions of Section 607.187, Florida Statutes, the undersigned corporation, as executed by its President and Secretary and acknowledged by its Secretary, hereby executes these Articles of Amendment as follows:

A. The name of the corporation is BEST ROOFING, INC.

B. The Amendment as duly adopted is as follows:

The name of the corporation shall be changed from BEST ROOFING, INC. to PALMER VENTURES, INC.

The above Amendment was unanimously adopted at a Special Meeting held on the 9th of June, 1997, by the Board of Directors on June 9, 1997 and by the Shareholder of the Corporation of June 9, 1997, in accordance with Florida Statutes 607.181, as evidenced by the execution of these Articles of Amendment.

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: June 9, 1997

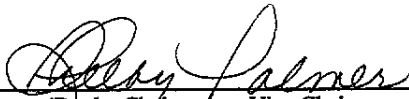
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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.

Signed this 4th day of February, 1999

Signature  SHELBY PALMER, PRESIDENT / SHAREHOLDER
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title