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ATTORNEYS AND COUNSELORS AT LAW

PRACTICE LIMITED TO WEALTHCARE<sup>SM</sup>

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February 1, 1999

Division of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: **METRO BUILDING SERVICES, INC. # L56486**

Dear Sir or Madam:

300002765103--0  
-02/04/99--01096--004  
\*\*\*105.00 \*\*\*\*\*35.00

Enclosed for filing are the original and one copy of the following documents:

1. Articles of Amendment to the Articles of Incorporation of Metro Building Services, Inc. changing the name of that corporation to "D&G Building Services, Inc."
2. Article of Incorporation organizing a new corporation named Metro Building Services, Inc.

Also enclosed is the check of this firm in the amount of \$105.00 for the filing fees.

Please file the Articles of Amendment following by the Articles of Incorporation and return one copy of each document with the filing information stamped thereon to me..

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.

*Richard D. Baxter*

Richard D. Baxter, Esq.

Enclosures

FILED  
99 FEB -4 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FEB 4 1  
TLA

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION

OF

METRO BUILDING SERVICES, INC.

FILED  
99 FEB -4 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida law, the undersigned Corporation adopts the following  
Articles of Amendment to its Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is METRO BUILDING SERVICES, INC.

ARTICLE II

AMENDMENTS TO ARTICLES

Article I of the Articles of Incorporation shall be amended to change the name of the Corporation  
to:

D&G BUILDING SERVICES, INC.

ARTICLE III

ADOPTION BY SHAREHOLDERS

This Amendment was approved by the Shareholders and Directors of the Corporation by written  
consent dated February 1, 1999, in lieu of a formal joint meeting in accordance with Florida Statutes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation have made and subscribed these Articles of Amendment at Orlando, Florida, for the uses and purposes aforesaid, this 1<sup>st</sup> day of February, 1999.

  
DONALD D. RETALLACK  
President

ATTEST:

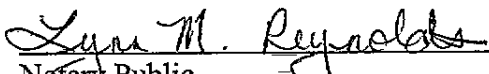
  
VIRGINIA B. RETALLACK  
Secretary

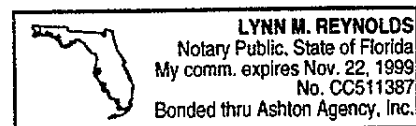
STATE OF FLORIDA  
COUNTY OF ORANGE

On this 1<sup>st</sup> day of February, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared DONALD D. RETALLACK, to me personally known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

FL D.L. # R342-184-42-230-0

  
Notary Public



CONSENT IN LIEU OF JOINT MEETING  
OF DIRECTORS AND SHAREHOLDERS OF  
METRO BUILDING SERVICES, INC.

The undersigned, constituting all of the shareholders and directors of METRO BUILDING SERVICES, INC., (the "Corporation") take the following actions by written consent in lieu of a formal meeting in accordance with Florida Statutes.

RESOLVED, that the assets and the business of the Corporation, including the name of the corporation, shall be sold pursuant to a Business Purchase Agreement to be entered into by and among the Corporation, Donald D. Retallack, Virginia Retallack, Sheila A. Smith and James A. Abrams (hereinafter referred to as the "Business Purchase Agreement");

RESOLVED, that the Officers of the Corporation are hereby authorized and directed to execute, for and on behalf of the Corporation, the Business Purchase Agreement and all instruments and agreements described therein, specifically including the Agreement Not To Compete, to carry out the provisions of said Business Purchase Agreement and to convey the business and assets of the Corporation in accordance therewith.

RESOLVED, that, contingent upon the Closing under the Business Purchase Agreement, the name of the Corporation shall be changed to D&G Building Services, Inc.;

RESOLVED, that the President of the Corporation is hereby authorized and directed to execute Articles of Amendment To The Articles of Incorporation of the Corporation changing the Corporation's name to D&G Building Services, Inc. and to deliver the same at said Closing for filing with the Florida Secretary of State.

Dated this 1<sup>st</sup> day of February, 1999.

  
DONALD D. RETALLACK

  
VIRGINIA B. RETALLACK

Constituting all of the Directors and  
Shareholders of the Corporation