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THEODORE J. VITTORIA, JR., P.C.
THEODORE J. VITTORIA, JR.***
JAMES A. PURDY****

- * ADMITTED IN FL AND PA ONLY
- ** ADMITTED IN FL ONLY
- *** ADMITTED IN NY ONLY
- **** ADMITTED IN NY AND TN ONLY

August 19, 1998

SENT BY U.S. POSTAL SERVICE EXPRESS MAIL TO:

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900002622469--2
-08/21/98--01103--001
*****87.50 *****87.50

Re: **GMS Inc.**

Gentlemen:

Enclosed for filing an original and one copy of Certificate of Amendment of Articles of Incorporation of **GMS Inc.**, together with our check in the amount of \$87.50 (\$35.00 for the filing fee and \$52.50 for a certified copy of the Certificate of Amendment) made payable to the Secretary of State.

Please provide us with one certified copy of the Certificate of Amendment of Articles of Incorporation.

If you need any additional information, please let us know. Thank you for your assistance in this matter.

called
8/27 NEED DATE
of adoption

LW/dv
enclosures
9217mscr.017

Very truly yours,

LAWRENCE WEINER

FILED
98 AUG 24 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/28/98
H. Weiner

ADD DATE of adoption

8-31

REC-1

AM
8/31

GMS INC.
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

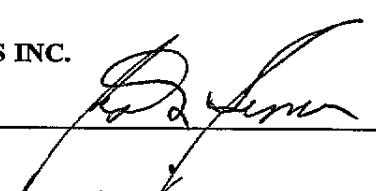
FILED
98 AUG 24 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary, respectively, of **GMS INC.**, being duly sworn according to law, hereby certify that the following form constitutes Amendments to the Articles of Incorporation in their entirety which have been approved by the Board of Directors and Stockholders of the Corporation:

1. The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Three Thousand (3,000) shares of common stock having a par value of One Dollar (\$1.00 each).
2. In all other respects, the Articles of Incorporation of the Corporation are hereby ratified, confirmed and approved.
3. This Certificate of Amendment of Articles of Incorporation was duly adopted and approved by the Board of Directors, and by all members of each class of Stockholders, of **GMS INC.**, and such adoption and approval was by unanimous consent and action of all such Directors and Stockholders, in the manner and by the vote required by the laws of the State of Florida. The date of adoption is 8/17/1998.

IN WITNESS WHEREOF, the undersigned have caused these Amendments to the Articles of Incorporation to be duly executed and the corporate seal to be hereunto affixed this 17th day of August, 1998.

GMS INC.

By: , President

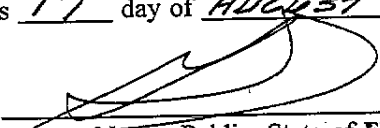
Attest: , Secretary

(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared George M. Simon and Cindy S. Simon, President and Secretary, respectively, of GMS INC., who, upon being first duly sworn, acknowledged that they executed the foregoing document, freely and voluntarily and for the purpose therein expressed, and who are personally known to me, or have produced (type of i.d.), respectively, as identification.

SWORN TO AND SUBSCRIBED before me this 17 day of AUGUST, 1998.



Notary Public, State of Florida

(SEAL)

9217amdt.001/August 10, 1998



OFFICIAL NOTARY SEAL
COMMISSION NO. CC66387
MY COMMISSION EXP. OCT. 26, 2001