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May 15, 1997

BRIAN R. HERSH
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TELEFAX: (305) 371-2413

Secretary of State
Corporations Division
Tallahassee, Florida

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-05/20/97--01041--006
*****35.00 *****35.00

Re: Articles of Amendment re: Name Change for the following Florida
corporation: Eddy's Waterproofing and Painting Corp.

Gentlemen:

Enclosed please find Articles of Amendment to change the name of the following Florida
corporation:

Eddy's Waterproofing and Painting Corp.

We have also enclosed the appropriate fee for amending the Articles of Incorporation.

Please advise immediately if there is any objection to the amendment of the corporate name
as set forth in the Articles of Amendment.

Thank you for your assistance and cooperation in this matter.

Very truly yours,

LAW OFFICES OF BRIAN R. HERSH

By. 

Brian R. Hersh, Esquire

BRH/ic

PAWP51\DOCK\3119.LOP\SEC.STAT.WPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 20 AM 9:22

Amend
SP

5/29/97

97 MAY 20 AM 9:22

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF EDDY'S WATERPROOFING
AND PAINTING CORP.**

**Eddy's Waterproofing and Painting Corp.
Articles of Amendment**

Pursuant to the provisions of the Florida Business Corporations Act, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I, JOSE E. LOPEZ, the undersigned certify:

1. I am the duly appointed and acting Secretary, President and Director of Eddy's Waterproofing and Painting Corp.

2. The resolution set forth below was adopted by the vote of a majority of the Board of Directors of the corporation through the unanimous written consent of all directors pursuant to the Florida Business Corporations Act §607.0821:

Resolved that the Articles of Incorporation of Eddy's Waterproofing and Painting Corp. shall be, and the same are, amended by striking the words: "The name of the corporation is Eddy's Waterproofing and Painting Corp." from the Articles of Incorporation and by substituting in its place the words: "The name of the corporation is Color Mill, Inc."

3. No shares of the corporation are issued or outstanding and thus this resolution is adopted by a majority of directors without the need for shareholder approval pursuant to Section 607.1005 of the Business Corporations Act of the State of Florida.

I have subscribed my name and affixed the seal of the corporation on May 9 1997.

EDDY'S WATERPROOFING AND
PAINTING CORP.

By: Jose E. Lopez
(President, Secretary and Director)

[Corporate Seal]

RESOLUTION OF AMENDMENT TO ARTICLES OF INCORPORATION
BY UNANIMOUS WRITTEN CONSENT OF ALL MEMBERS OF THE BOARD
OF DIRECTORS OF EDDY'S WATERPROOFING AND PAINTING CORP.

Eddy's Waterproofing and Painting Corp.
Resolution

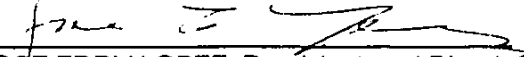
Pursuant to the unanimous written consent of all of the members of the Board of Directors of Eddy's Waterproofing and Painting Corp., the corporation hereby adopts the following resolution setting forth Articles of Amendment to its Articles of Incorporation:

Resolved that the Articles of Incorporation of Eddy's Waterproofing and Painting Corp. shall be, and the same are, amended by striking the words: "The name of the corporation is Eddy's Waterproofing and Painting Corp." from the Articles of Incorporation and by substituting in its place the words: "The name of the corporation is Color Mill, Inc."

Pursuant to the Florida Business Corporations Act, §607.0821, this action was taken by the Board of Directors without a meeting, in light of the unanimous written consent of all the directors set forth herein. In addition, pursuant to the Florida Business Corporations Act, §607.1005, because no shares of the corporation are issued or outstanding, this Resolution is adopted by the majority of the Board of Directors without the need for shareholder approval.

We, the undersigned Directors have subscribed our respective names and affixed the seal of the corporation hereto to acknowledge our unanimous consent to the above Resolution on May 7, 1997.

EDDY'S WATERPROOFING AND
PAINTING CORP.

By: 
JOSE EDDY LOPEZ, President and Director

[Corporate Seal]