

PAUL MARTIZ, ATTORNEY AT LAW

BOARD CERTIFIED MARITAL
AND FAMILY LAW ATTORNEY

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July 2, 1997

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VIA HAND DELIVERY

Florida Department of State
Division of Corporations
The Capitol, Plaza Level 2
Tallahassee, FL 32399-0250

RE: The Lawson Group, Inc.
Our File No. A7995

Dear Reader:

Florida Corporation Numbered M65078, currently known as The Lawson Group, Inc. (prior to name change, known as Quality Roofing, Inc. which was administratively dissolved August 13, 1993, desires to be reinstated.

We have attached hereto the following with the request that a certified certificate of reinstated status and the name change amendment be immediately issued to the bearer of this letter, Mr. Alec W. Lawson, the President:

1. An application for reinstatement.
2. A cashiers check payable to the Florida Department of State for One Thousand Four Hundred Ten Dollars (\$1,410.00).
3. A separate check for Eight Dollars and 75/100 Dollars (\$8.75) for a certificate of status.
4. Another check in the amount of Eighty-Seven and 50/100 Dollars (\$87.50) for the name change application.

In making the application found herein, the corporation makes the following representations to you pursuant to Florida Statutes 607.1422--

1. The name of the corporation was last The Lawson Group, Inc. Because this name is now utilized by another corporation, we are simultaneously filing herewith a name change for The Lawson Group, Inc. to be known in the future as Quality Lawson, Inc. The corporate number heretofore assigned to this corporation is M65078.
2. The effective date of the administrative dissolution of the corporation was August 13, 1993.

*name
change
amend*

FILED
97 JUL -2 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 2 PM 10
DIVISION OF CORPORATIONS

7/2/97
AGENT FEE
\$22.50
\$87.50
Update
1024

Florida Department of State
Division of Corporations
July 2, 1997
Page Two

3. The ground or grounds for dissolution do not exist and have been eliminated and that no further grounds currently exist for dissolution because the corporation has:
 - a. Furnished herewith an application for reinstatement;
 - b. Paid the fees stated above;
 - c. Applied for change of name.
4. The new corporation name, now sought, Quality Lawson, Inc., satisfies the requirements of Florida Statutes 607.0401.
5. All fees owed by the corporation and computed at the rates provided by law at the time the corporation applies for reinstatement have been paid and are tendered herewith and are stated above.

The corporation, previously known as The Lawson Group, Inc., which has now changed its name to Quality Lawson, Inc., has been assigned Florida Corporate Number M65078.

Sincerely,


Paul Martz
For the Firm

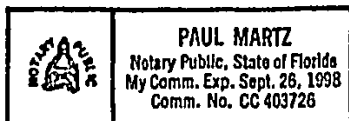
PM:rwa
Enclosures
cc: Mr. Alec Lawson
A7995-15.1tr

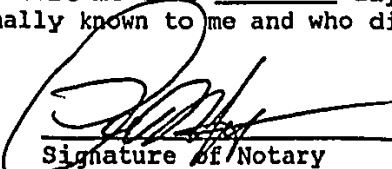
I, ALEC W. LAWSON, as President of The Lawson Group, Inc. (Corporate Number 65078), certify that the above statements are true and correct.


ALEC W. LAWSON, President

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Sworn to and subscribed before me this 2 day of July, 1997,
by ALEC W. LAWSON, who is personally known to me and who did take an oath.




Signature of Notary
Notary Public, State of Florida

AMENDMENT OF ARTICLES OF INCORPORATION
TO CHANGE NAMES

97 JUL -2 PM 3:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE LAWSON GROUP, INC.

Florida Corporation Number M65078
Incorporated January 19, 1988
Formerly called Quality Roofing, Inc.

WHEREAS the only Directors and Shareholders of The Lawson Group, Inc., a Florida corporation, number M65078, are Alec W. Lawson and Leigh B. Lawson.

WHEREAS Alec W. Lawson and Leigh B. Lawson, pursuant to the allowances of Florida Statute 607.1006, hereby manifest their intent, as Directors and Stockholders of the corporation, being the only persons entitled to vote on the matter, that an amendment to the Articles of Incorporation be adopted as follows, now therefore be it enacted:

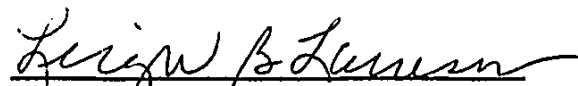
The Articles of Incorporation of The Lawson Group, Inc., a Florida corporation numbered M65078, heretofore Quality Roofing, Inc., are hereby amended so that Article I shall hereafter read as follows:

"The name of this corporation is QUALITY LAWSON, INC."

This amendment was adopted by the Directors and Shareholders on this 1st day of July, 1997.

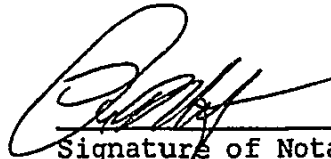
In witness whereof this Article of Amendment has been executed on behalf of the corporation on this 1st day of July, 1997.


ALEC W. LAWSON, President

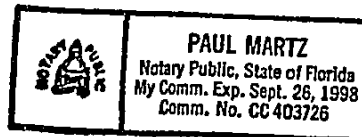

LEIGH B. LAWSON, Secretary

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 1st day of July, 1997, by ALEC W. LAWSON, President, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.



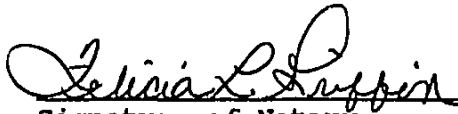
Signature of Notary
Notary Public, State of Florida



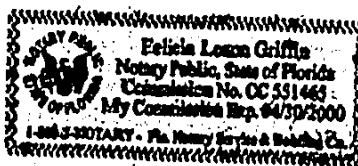
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STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 1st day of July, 1997, by LEIGH B. LAWSON, Secretary, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.



Signature of Notary
Notary Public, State of Florida



[Print, type, or stamp commissioned name of Notary]