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June 16, 2000

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

Re: Bernhardt Building and Remodeling, Inc.

To Whom It May Concern:

Enclosed please find the following for filing:

Amended Articles of Incorporation (original plus copy)

Check in the amount of \$43.75 for the fee for the filing of amendment (\$35.00), plus
cost of one certified copy (\$8.75).

Please return the certified copy to the address which appears above on this letter.

If you have any questions or require anything further in order to complete this filing please
feel free to contact me.

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-06/20/00--01014--009
*****43.75 *****43.75

Very truly yours,



Robert L. Shearin

RLS/eac

Mr. Shearin GAVE

AUTHORIZATION BY PHONE TO

CORRECT make the necessary corrections

DATE

T. LEWIS JUN 23 2000

DOC. EXAM.

Amend me
T. LEWIS JUN 23 2000

FILED
00 JUN 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION OF

BERNHARDT BUILDERS, INC.

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes does hereby adopt the following Amended Articles of Incorporation:

ARTICLE I

The name of the Corporation is:

BERNHARDT BUILDING AND REMODELING, INC.

ARTICLE II

The address of the principal office of this Corporation is 648 East Conference Drive, Boca Raton, Florida 33486, and the mailing address is the same.

ARTICLE III

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue **ONE HUNDRED (100)** shares of common stock, each share having no par value per share.

ARTICLE V

The name and address of the initial Board of Directors and Officers shall be:

JOHN BERNHARDT
648 East Conference Drive
Boca Raton, Florida 33486

**PRESIDENT and
DIRECTOR**

WENDY BERNHARDT
648 East Conference Drive
Boca Raton, Florida 33486

**SECRETARY, TREASURER, and
DIRECTOR**

FILED
00 JUN 20 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The name and address of the incorporator is:

JOHN BERNHARDT
648 East Conference Drive
Boca Raton, Florida 33486

ARTICLE VII

The street address of the initial registered office of this Corporation is 648 East Conference Drive Boca Raton , Florida 33486 and the name of its initial Registered Agent at that address is John Bernhardt.

ARTICLE VIII

The Board of Directors of this Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of this Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX

This Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

The Articles of Amendment was adopted June 16, 2000, by the incorporator without shareholder action and shareholder action is not required.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming this Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, declaring and certifying that the facts stated above are true, and hereunto set my hand and seal this 16 day of June, 2000.


JOHN BERNHARDT - INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing document was acknowledged before me by JOHN BERNHARDT who is personally known to me and who did take an oath.

NOTARY PUBLIC - STATE OF FLORIDA
ROBERT L. SHEARIN
COMMISSION # CC635076
EXPIRES 4/1/2001
BONDED THROUGH 4/1/2001 - NOTARY1

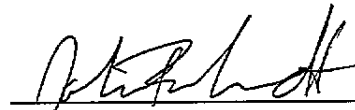

NOTARY PUBLIC, Robert L. Shearin

My Commission Expires:

4/1/2001

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, John Bernhardt, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JOHN BERNHARDT