Lybarger, Keith & Mclean, p.a.

BRUCE J. LYBARGER, CPA DOUGLAS A. McLEAN, CPA

A CERTIFIED PUBLIC ACCOUNTANTS

300 NORTH CIRCLE
SEBRING, FLORIDA 33870-3305
(863) 385-8850
SAX# (864) 385-0898

May 10, 2002

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

SUBJECT:

Amendment of Articles of Incorporation

ENCL:

Articles of Amendment to Articles of Incorporation

of COSINE DENOTE, INC.

Gentlemen,

In accordance with instructions enclosed, please find the Articles of Amendment to Articles of Incorporation of COSINE DENOTE, INC..

Our telephone number is (863) 385-8850.

Also, enclosed please find a check for \$35.00 for the filing fee.

Thank you for your trouble and cooperation in this matter.

Sincerely,

Douglas A. McLean, CPA LYBARGER, KEITH & MCLEAN, P.A.

Certified Public Accountants

Aprendirent

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*****35.00 *****35.00

05/21/02

DC

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION

COSINE DENOTE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME: THAT THE NAME OF THE CORPORATION SHAZL BE

CHANGED FROM "COSINE DENOTE, INC." TO:

"PAUL ELLIS & SON CONSTRUCTION, INC."

ARTICLE II - PRINCIPE OFFICE: THAT THE PRINCIPAL OFFICE SHAZL BE CHANGED

TO: 400 ELLAND DRIVE, SEBRING, PLA. 33875

ARTICLE IV - OFFICERS: THE FOLLOWING WERE ELECTED TO THE OFFICES

SHOWN: PAUL W. ELLIS -- PRESIDENT

DIANE M. ELLIS - VICE-PRESIDENT

PAUL W. ELLIS - TREASURER

DIANE M. ELLIS - SECRETARY

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:____ MAY 10, 2002

FC	OURTH: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval by
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
X	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 10th of MAY 2002 Signature
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name
	REGISTERED AGENT / INCORPORATOR

TELEATONE NUMBER - 863-385-8850