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TALLAHASSEE, FLORIDA

Amend
Jgm
2/5/04

KIERZYNSKI & ASSOCIATES

CERTIFIED PUBLIC ACCOUNTANT, P.A.

5143 Commercial Way, Spring Hill, Florida 34606 • (352) 597-2800 • Fax (352) 596-2656 • mjkcpa@tampabay.rr.com

January 22, 2004

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Amendment Section

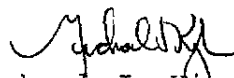
Re: Tile-Crete, Inc.
Document #P02000011164

Dear Sir or Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Tile-Crete, Inc., along with a check in the amount of \$35.00 for filing fees. Please process accordingly.

If you have any questions regarding the enclosures, please contact the undersigned.

Very truly yours,



Michael J. Kierzynski

MJK/mc

Enclosures

cc: Mr. and Mrs. John Foote
Mr. Michael Foote

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
TILE-CRETE, INC.

FILED
04 JAN 30 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation hereby certifies the following:

1. The name of the Corporation is Tile-Crete, Inc.
2. The Corporation was formed on January 31, 2002, upon the filing of the Articles of Incorporation in the Office of the Secretary of State, where said Articles were assigned document number P02000011164.
3. In accordance with Florida Statute 607.1006, all of the Shareholders and all of the Directors of the Corporation hereby declare it to be their intention that Article 7 of the Articles of Incorporation of Tile-Crete, Inc., be and hereby is amended as follows:

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is FIFTY MILLION (50,000,000) shares of common stock, each share having no par value.

The Corporation is also authorized to issue TWO MILLION (2,000,000) shares of Series A preferred, non-voting stock.

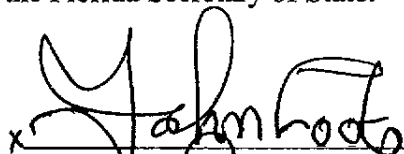
- 7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
- 7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable,

subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.


- 7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.


This amendment is adopted January 22, 2004 by the written agreement of all of the Shareholders and all of the Directors of the Corporation as evidenced by the signatures below and shall become effective upon the filing with the Florida Secretary of State.

SHAREHOLDERS:

x 
JOHN FOOTE

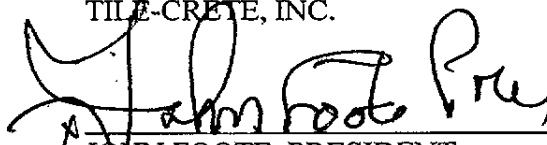
DIRECTORS:

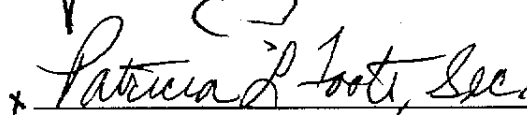
x 
JOHN FOOTE

x 
MICHAEL FOOTE

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 26th day of January, 2004.

TILE-CRETE, INC.

x 
JOHN FOOTE, PRESIDENT

x 
PATRICIA L. FOOTE, SECRETARY