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DIVISION OF INFORMATION

04 JUN -4 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amend*  
G. C. Cullerton JUN 04 2004

**CORPORATE  
ACCESS,  
INC.**

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Amend

1.) CarpetStones of North America, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
CARPETSTONES OF NORTH AMERICA, INC.**

Pursuant to the provisions of Florida Statute Section 607.1006, Carpetstones of North America, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article IV of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 5,000,000 shares of common stock, no par value per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

3. This amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the shareholders of the corporation on May 28, 2004, said amendment intended to become effective upon filing with the Florida Secretary of State.

**IN WITNESS WHEREOF**, these Articles of Amendment have been executed by the undersigned this 28<sup>th</sup> day of May, 2004.

**CARPETSTONES OF NORTH AMERICA, INC.**

By: \_\_\_\_\_

W. A. Harmering II, President

Attest: \_\_\_\_\_

Secretary

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SECRETARY OF STATE  
TALLAHASSEE, FL 32399