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Brown's Cement Masonry Co.

3406 32nd Street • Tampa, FL 33605

(Address)

(City/State/Zip/Phone #)

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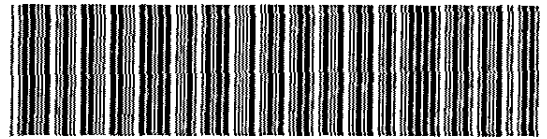
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE CORPORATION
KNOWN AS JOSEPH BROWN JR.
CONSRUCTION COMPANY, INC.
Document Number P03000005383**

FILED
04 JUL 19 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 2004

On this date June 1, 2004, a meeting was held of the shareholders, directors and officers of JOSEPH BROWN JR., CONSRUCTION COMPANY, INC.

The purpose of the meeting was to discuss the request for resignations of the Chairman, President, Director and employee of the Corporation, which is JOSEPH BROWN, JR., and the Vice President, Secretary, Treasurer, and Director of the Corporation, MARY BROWN.

On this date, JOSEPH BROWN, JR. submitted his Letter of Resignation as Chairman, President, Director and Officer of the Corporation. On this date, MARY BROWN submitted her Letter of Resignation as Vice President, Secretary, Treasurer and Director of the Corporation.

After due consideration, discussion and vote, the Board hereby accepts Mr. Joseph Brown, Jr.'s resignation effective June 1, 2004, and Mrs. Mary Brown's resignation, effective June 1, 2004.

The Board took up the subject of the disposition of Joseph Brown, Jr.'s common stock investment in the Corporation. Joseph Brown, Jr. offered to sell, and Joseph E. Brown offered to buy all of the common stock interest of Joseph Brown, Jr.'s stock in the Corporation.

The consideration paid for the exchange between the parties is to be paid by the parties personally. The Corporation will not act as the transfer agent.

The Board then took up the subject matter of selecting a successor to Joseph Brown, Jr. Joseph E. Brown was nominated to the position of President, Chairman, and Director of the Corporation.

A vote was cast and Joseph E. Brown was elected as new President, Chairman, and Director of the Corporation.

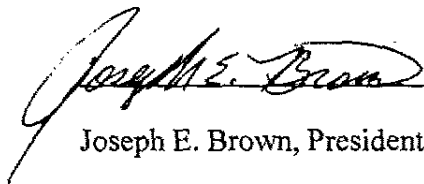
The Board then took up the subject matter of selecting a successor to Mary Brown. Cassandra L. Brown was nominated to the position of Vice President, Secretary, Treasurer and Director of the Corporation.


A vote was cast and Cassandra L. Brown was elected as new Vice President, Secretary, Treasurer and Director of the Corporation.

The Board then directed the officers of the Corporation to make public notice of the election and to inform the Florida Department of State, Division of Corporations, of the election results.

There being no other business to come before the body, the meeting was adjourned.

APPROVED:

 June 1, 2004
Joseph E. Brown, President Date

 June 1, 2004
Cassandra L. Brown, Secretary Date

SEAL:

