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**Also admitted in New York and New Jersey*

+Board certified real estate attorney

^Also admitted in Ohio

°Of Counsel

January 5, 2005

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

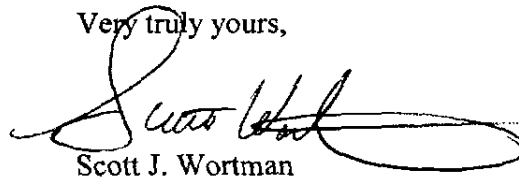
Re: Articles of Amendment to Articles of Incorporation of Grout Plus, Inc.

Dear Sir/Madam:

This office represents the interests of Grout Plus, Inc. Enclosed please find executed Articles of Amendment to the Articles of Incorporation of Grout Plus, Inc. Also enclosed is a check in the amount of \$35.00, made payable to Division of Corporations for this filing. Please file same and make all necessary revisions on the Division of Corporation's website.

Should you have any questions concerning this filing, please do not hesitate to contact me. Thank you for your anticipated cooperation.

Very truly yours,



Scott J. Wortman

SJW/tlk
Enclosures
cc: (Shawna Melia via fax #383-7521)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GROUT PLUS INC.**

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TALLAHASSEE, FLORIDA

Articles Document No.

In compliance with the requirements of Florida Statutes Chapter 607, Grout Plus Inc., a Florida corporation (the "Corporation") does hereby adopt the following Articles of Amendment to its Articles of Incorporation, and provides for the following provisions:

**PROVISION I
Board of Directors**

Article V of the Articles of Incorporation are amended to provide as follows:

Article V. Board of Directors: The name and address of each of the Corporation's Board of Directors is:

Chris Melia
147 Kensington Way, Royal Palm Beach, Florida 33411

Roseann Melia - Secretary
147 Kensington Way, Royal Palm Beach, Florida 33411

**PROVISION II
Date of Amendment**

The date of this Articles of Amendment and each such amendment is: December 20, 2004

Prepared By:
Pineiro Wortman & Byrd, P.A.
7108 Fairway Drive, Suite 225
Palm Beach Gardens, FL 33418
Tel. 561-799-9280

PROVISION VI
Adoption of Amendment

These Articles of Amendment were adopted by the shareholders, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

THE UNDERSIGNED has executed these Articles of Amendment on this 28 day of December, 2004.

By: 
Chris Melia, Shareholder, President

By: 
Roseann Melia, Secretary

Prepared By:
Pineiro Wortman & Byrd, P.A.
7108 Fairway Drive, Suite 225
Palm Beach Gardens, FL 33418
Tel. 561-799-9280