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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAR 22 PM 12:43

March 20, 2002

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Debra L. Drake
Paralegal

Internet Address: ddrake@fisherlawfirm.com

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RE: Newco Construction of America, Inc.
Our File No.: 999-749

Dear Sir/Madam:

Please find enclosed the original and a copy of the Articles of Amendment to Articles of Incorporation of Newco Construction of America, Inc. along with a check in the amount of \$43.75 for the filing fee and the certified copy fee. Please file the enclosed Articles of Amendment and return to our office a certified copy of the recorded Amendment.

Also enclosed is a self-addressed stamped envelope for your convenience. Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me at any time.

Very truly yours,

Debra L. Drake

Debra L. Drake
Paralegal to Jon Marshall Oden

Enclosures

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Amend.

V SHEPARD MAR 28 2002

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
NEWCO CONSTRUCTION OF AMERICA, INC.

The undersigned President of Newco Construction of America, Inc. hereby certifies that on February 28, 2002, the Board of Directors and the Shareholders of Newco Construction of America, Inc. unanimously voted by written action in lieu of joint special meeting in accordance with the provisions of Florida Statute § 607.0821 and 607.0704 and approved a resolution amending Article IV of the Articles of Incorporation and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article IV of the Articles of Incorporation is hereby amended to read as follows:

Article IV. Stock. This Corporation is authorized to issue 25,000.00 shares of voting common stock, having a par value of \$1.00 per share which shall be designated "Common Stock."

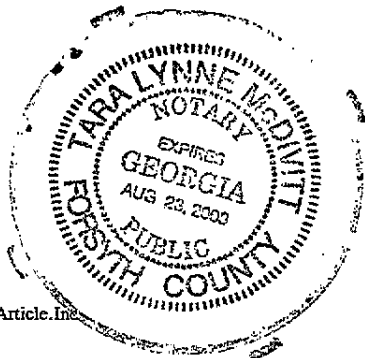
FURTHER RESOLVED, that the Officers of the Corporation, and corporate counsel, are hereby authorized and directed to take any and all actions necessary to effect such amendment."

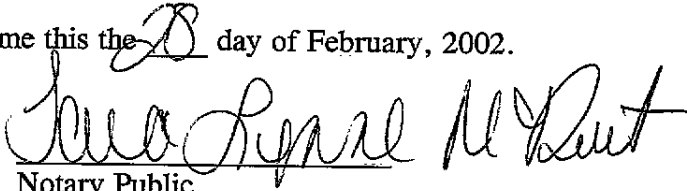
Executed this the 28 day of February, 2002.



Charles P. Daniels
President of Newco Construction of America, Inc.

SUBSCRIBED AND SWORN TO before me this the 28 day of February, 2002.





Notary Public
My Commission Expires:
Commission #:

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