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BASIC AMENDMENT

BAY CITY WINDOW COMPANY

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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAY CITY WINDOW COMPANY**

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Articles, hereby adopts the following Articles of Amendment:

1. Name. The name of the corporation is: BAY CITY WINDOW COMPANY, (the "Corporation").

2. Amendment. Article IV of the Corporation's Articles of Incorporation is hereby amended so as to read, after Amendment, as follows:

"ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of .01 par value common stock."

3. Adoption. The Amendment has been adopted pursuant to unanimous consent of all of the Directors of the Corporation and by a majority of the shares entitled to vote on the Amendment, pursuant to Section 607.0704, Florida Statutes. The adoption was adopted on October 22, 2001.

4. Effective Date. The Amendment shall become effective upon filing with the Florida Secretary of State.

5. Voting. The Amendment has been approved by the Shareholders entitled to vote on the Amendment, and the number of votes cast was sufficient for approval at a meeting on Oct. 22, 2001.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 22nd day of October, 2001.

BAY CITY WINDOW COMPANY
a Florida corporation

By: [Signature]
Devin Zimring, President

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