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LESLIE L. FLOREZ
ATTORNEY AT LAW

782 N.W. LEJEUNE ROAD
SUITE 350
MIAMI, FLORIDA 33128

MEMBER OF THE
MISSOURI AND FLORIDA BARS

TELEPHONE
(305) 448-8838
FAX: (305) 448-2788

May 29, 1997

Secretary of State
Division of Corporation
409 E. Gains Street
Tallahassee, Florida 32399

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-05/30/97--01089--004
*****35.00 *****35.00

RE: MECHANICAL AND BUILDING ENVIRONMENT SYSTEMS, INC.

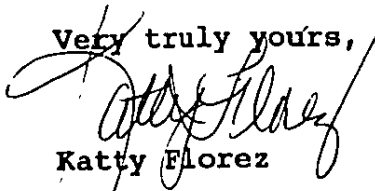
Dear Sir/Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Mechanical and Building Environment Systems, Inc. along with a check in the amount of thirty five dollars and 00/100 (\$35.00) for filing. Also, notice that I have enclosed an additional copy with a return FedEx for you to please mail back to me.

If you have any questions please feel free to contact my office.

Thanking you in advance for your prompt attention to this matter.

Very truly yours,


Katty Florez

Enclosures

KF/ymg

FILED
97 MAY 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMCRG
6-10

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

MECHANICAL AND BUILDING ENVIRONMENT SYSTEMS, INC.

FILED
97 MAY 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, a special meeting of the Board of Directors and Shareholders of MECHANICAL AND BUILDING ENVIRONMENT SYSTEMS, INC., a Florida corporation was called on May 28, 1997, at 782 N.W. Le Jeune Road, Suite 639, Miami, Florida, noticing said Board of Directors and Shareholders as to the proposed amendment to Article IV "Shares of Stock" of the corporation to increase the number of shares which the corporation will be authorized to issue; and

WHEREAS, at the said meeting a proper resolution was adopted by unanimous vote of the Board of Directors and Shareholders approving the aforesaid amendment to Article IV "Shares of Stock" of the corporation; and

WHEREAS, the proposed amendment to Article IV "Shares of Stock" was the only matter to come before the meeting it is


RESOLVED:

That the following subparagraph shall be inserted in Article IV "Shares of Stock" of the corporation Articles of Incorporation and shall become a part of same:

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is the total sum of five hundred (500) shares at no par value.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this Corporation.


ESTHER MABEL LISTER
CONSTITUTING ALL OF THE DIRECTORS
AND SHAREHOLDERS OF THE CORPORATION,
MECHANICAL AND BUILDING ENVIRONMENT
SYSTEMS, INC. 74 Residen 1

NOTARY PUBLIC
OFFICIAL NOTARY SEAL
KATTY FLOREZ
COMMISSION NUMBER
CC309095
MY COMMISSION EXP
SEPT 4, 1997
STATE OF FLORIDA