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AN INTERSTATE LAW FIRM SERVING THE GREATER GULF COAST WITH OFFICES IN FLORIDA AND LOUISIANA

PENSACOLA, FLORIDA

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Wednesday, October 4, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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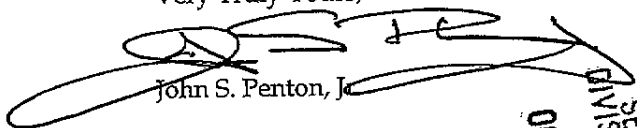
RE: *Articles of Amendment and Amended Articles of Incorporation*

Dear Sir or Madam:

Enclosed and attached, please find a prepared Articles of Amendment and Amended Articles of Incorporation for PROGRESSIVE PRODUCTS (AMERICA), INC. Also enclosed, please find a firm check made payable to the Department of State in the Amount of \$35.00 to cover the Amendment.

Thank in advance for your assistance. If you should have any questions, please feel free to give me a call. With warmest regards, I am

Very Truly Yours,


John S. Penton, Jr.

Encls.

*John Penton gave authorization
to correct Doc. 10/13. VS*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT -9 PM 2:58

Amend

V. SHEPARD OCT 17 2000

COVINGTON, LOUISIANA OFFICE:
321 NORTH VERMONT STREET
COVINGTON, LOUISIANA 70433
(504) 893-5384

BATON ROUGE, LOUISIANA OFFICE:
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BATON ROUGE, LOUISIANA 70809
(225) 932-9671

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PROGRESSIVE PRODUCTS (AMERICA) INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of section 607.1006, Florida statutes, this Florida profit corporation adopts the following Amended articles of Incorporation, a copy of which is attached hereto.

FIRST, The Amended Articles are attached hereto.

SECOND, The affective date of the Amended articles is August 31, 2000.

THIRD, The Amended Articles continue to provide for the issuance of 100 shares of capital stock. Fifty-eight (58) of the 100 shares have been sold to a new investor, who, by meeting, has been installed as the new President and Secretary of the company. The Amendments are necessary to reflect new ownership of the Corporation. The number of shareholders' votes cast for the Amendments was sufficient for approval

Singed this 20th day of SEPTEMBER, 2000.

Signature: 
WILLIAM MIELNICZUK, JR., President

AMENDED ARTICLES OF INCORPORATION OF PROGRESSIVE PRODUCTS (AMERICA) INC.

In compliance with Chapter 607 and/or Chapter 621 of the Florida Statutes:

ARTICLE I
NAME

The name of the corporation shall remain PROGRESSIVE PRODUCTS (AMERICA) INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address for the company shall remain:

1524 Gulf Beach Highway
Pensacola, Florida 32507

ARTICLE III
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business. The duration of the Corporation shall be perpetual and its existence shall commence upon filing of these Articles by the Florida Department of State.

ARTICLE IV
SHARES

The corporation is authorized to issue ONE HUNDRED (100) shares of common stock with a par value of \$1.00 per share.

ARTICLE V
INITIAL OFFICERS AND DIRECTORS

The Corporation shall not have less than one (1) director ^{TS}initially. The number may be increased or diminished from time to time by the Bylaws of the corporation but shall never be less than one (1). The director shall be William Mielniczuk, Jr., who shall also serve as the President and Secretary of the corporation.

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent is:

John S. Penton, Jr., Esq.
Penton, Wheeler & Spring, L.L.C.
226 South Palafox Place
The Seville Tower - Suite 106
Pensacola, Florida 32501

ARTICLE VII
PRESIDENT AND SECRETARY

The name and address of the president and secretary is:

William Mielniczuk, Jr.
3159 Creighton Road
Pensacola, Florida 32504


ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
AMENDMENT

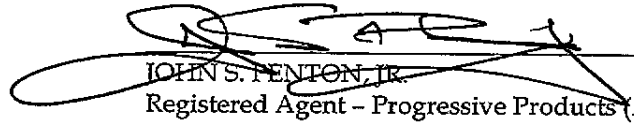
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned President and Secretary has executed these Amended Articles of Incorporation this 31st day of August, 2000.



WILLIAM MIELNICZUK
Progressive Products (America), Inc.

Having been named as registered agent and to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JOHN S. FENTON, JR.
Registered Agent - Progressive Products (America), Inc.