

P95000005789

PENTON, WHEELER & SPRING, L.L.C.
ATTORNEYS AND COUNSELORS AT LAW

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

PENSACOLA, FLORIDA

JOHN S. PENTON, JR., Florida
JAMES L. WHEELER, Louisiana
S. STEPHEN SPRING, II., Louisiana
STANLEY A. SPRING, Florida, Of Counsel

226 SOUTH PALAFOX PLACE
THE SEVILLE TOWER, SUITE 106
ZIP CODE: 32501
TELEPHONE: (850) 470-8431
FACSIMILE: (850) 470-2455
E-MAIL: pwhslaw@juno.com

Thursday, December 21, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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.

9000003519179--1
-01/02/01--01111--015
*****35.00 *****35.00

Amend

T. LEWIS JAN 9 2001

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

BATON ROUGE, LOUISIANA OFFICE:
8939 JEFFERSON HIGHWAY - SUITE E
BATON ROUGE, LOUISIANA 70809
(225) 932-9671

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

FILED
01 JAN -2 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 effective date of the Amended Articles is December 27, 2000.

THIRD, The Amended Articles continue to provide for the issuance of 100 shares of capital stock. Fifty-eight (58) shares have been issued to a single shareholder.

FOURTH, The Amended Articles were adopted by the sole director of the corporation without shareholder action, and shareholder action was not required.

Signed this 27th day of December, 2000.

Signature:


WILLIAM MIELNICZUK, JR., Director and 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
OFFICERS AND DIRECTORS

The Corporation shall not have less than one (1) director 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. The Secretary of the

corporation is Julian Eugene Henderson. The Vice-President and Treasurer of the corporation is Terri Lynne Mielniczuk.

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent is:

William Mielniczuk, Jr.
1524 Gulf Beach Highway
Pensacola, Florida 32507

ARTICLE VII
PRESIDENT AND SECRETARY

The name and address of the president is:

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

The name and address of the secretary is:

Julian Eugene Henderson
307 West Sunset Avenue
Pensacola, Florida 32507


ARTICLE VIII
BYLAWS

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

ARTICLE IX
AMENDMENT

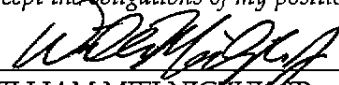
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned President has executed these Amended Articles of Incorporation this 27th day of December, 2000.



WILLIAM MIELNICZUK, JR.
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.



WILLIAM MIELNICZUK, JR.
Registered Agent - Progressive Products (America) Inc.