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Wednesday, August 7, 2002

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/07/02--01021--008
*****35.00 *****35.00

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

Dear Sir or Madam:

Enclosed and attached, please find a prepared Articles of Amendment and Second Amended Articles of Incorporation for PROGRESSIVE PRODUCTS (AMERICA), INC. Also enclosed, please find a 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 at (251) 962-2206.

800) 455-2001 - IS AT THIS
#

Sincerely Yours,

William E. Fisher

Encls.



Progressive Products, Inc.
1524 Gulf Beach Highway
Pensacola, Fl. 32507

W. E. Fisher

FILED
02 AUG -7 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File Per Susan

*Amend
T. Lewis 8/13/02*

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

FILED
02 AUG -7 PM 4:08
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 Second Amended Articles of Incorporation are attached hereto.

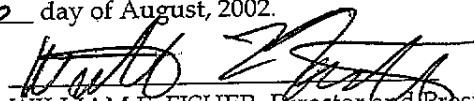
SECOND, The effective date of the Amended Articles is August 7, 2002.

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

Signed this 6 day of August, 2002.

Signature:


WILLIAM E. FISHER, Director and President

SECOND 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 continues to be 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 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 is William E. Fisher. Mr. Fisher is the President and Secretary. There will be no official Vice President or Treasurer of the corporation, though Mr. Fisher will handle any such corporate duties.

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent is:

William E. Fisher
2 N.W. Baublits
Pensacola, Florida 32507

ARTICLE VII
PRESIDENT AND SECRETARY

The name and address of the president and secretary is:

William E. Fisher
1524 Gulf Beach Highway
Pensacola, Florida 32507

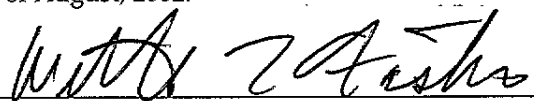
ARTICLE VIII
BYLAWS

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 Second Amended 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 Second Amended Articles of Incorporation this 6 day of August, 2002.



WILLIAM E. FISHER
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 E. FISHER

Registered Agent - Progressive Products (America) Inc.