

P95000031702

WINTHROP, STIMSON, PUTNAM & ROBERTS

ONE BATTERY PARK PLAZA
NEW YORK, NY 10004-1490
TELEPHONE: 212-858-1000
TELEFAX: 212-858-1500

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WASHINGTON, DC 20036
TELEPHONE: 202-775-9800
TELEFAX: 202-833-8491

695 EAST MAIN STREET
STAMFORD, CT 06904-6760
TELEPHONE: 203-348-2300
TELEFAX: 203-965-8226

125 WORTH AVENUE
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297
TELEFAX: 561-833-6726

2 THROGMORTON AVENUE
LONDON EC2N 2DL ENGLAND
TELEPHONE: 011-44171-628-4931
TELEFAX: 011-44171-638-0443

RUE DU TACITURNE 42
B-1000 BRUSSELS, BELGIUM
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TELEFAX: 011-322-230-9288

6-7, ATAGO I-CHOME
MINATO-KU, TOKYO 105, JAPAN
TELEPHONE: 011-813-3437-9740
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL, HONG KONG
TELEPHONE: 011-852-2530-3400
TELEFAX: 011-852-2530-3355

June 28, 1999

Via Federal Express

Division of Corporations
George Firestone Bldg.
409 East Gaines Street
Tallahassee, FL 32399

200002918442--9

-06/29/99-01044-002

*****35.00 *****35.00

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-06/29/99-01044-003

*****8.75 *****8.75

Re: M & M Asphalt Maintenance, Inc.

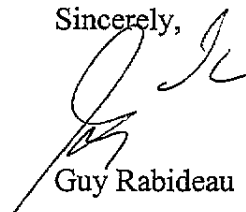
Dear Sir or Madam:

Enclosed please find the original Articles of Amendment to Articles of Incorporation for the above-referenced corporations. We ask that you file such Amendment. Further enclosed please find this firm's check made payable to the Secretary of State in the amount of \$35.00, which represents the filing fee. Please also provide us with a Certificate of Status. We have enclosed an additional check in the amount of \$8.75, to cover such cost.

If you have any questions, please do not hesitate to call me.

NC 99
7-7
WHS

Sincerely,


Guy Rabideau

GR/db
Enclosures

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TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
M&M ASPHALT MAINTENANCE, INC.**

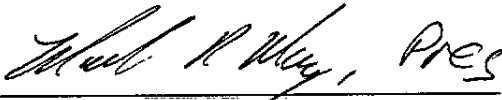
Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is hereby amended to be MRM Interests, Inc.

SECOND: The date of these amendments June 24, 1999.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed as of this 24th day of June, 1999.



Mark R. May, President

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CLERK OF STATE
TALLAHASSEE, FLORIDA