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May 28, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/02/97--01140--009
*****87.50 *****87.50

Re: Building & Investment, Inc.

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of the above-referenced Florida corporation.

Also enclosed please find a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

C. Frankiewicz
Casaundra M. Frankiewicz
Legal Assistant

cc: Wolfgang H. Aniol

FILED
97 JUN -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

VFW 6-12-97

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
BUILDING & INVESTMENT, INC.

FILED
97 JUN -2 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on April 30, 1997 all of the directors and the sole shareholder of Building & Investment, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

- RESOLVED:** That the authorized capital of the Corporation should be changed to 1,000,000 shares of common stock, \$0.01 par value per share, 800,000 shares of which shall be designated as non-voting common stock and 200,000 shares of which shall be designated as voting common stock.
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.
- RESOLVED:** That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, one cent (\$0.01) par value, of which two hundred thousand (200,000) shares shall comprise a class designated "voting common stock" and eight hundred thousand (800,000) shares shall comprise a class designated "non-voting common stock".

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 30 day of April, 1997.


Wolfgang H. Aniol, President